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MINISTRY OF CORPORATE AFFAIRS

Notification

New Delhi, the 21st, July 2016

G.S.R.....(E).- In exercise of the powers conferred by section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules, namely;-

1. Short title and Commencement – (1) These rules may be called the National Company Law Tribunal Rules, 2016.

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

PART – I

Definitions, forms and etc.

2. Definitions.- In these rules, unless the context otherwise requires,

(1) **“Act”** means the Companies Act, 2013 (18 of 2013);

(2) **“address for service”** shall mean the address furnished by a party or his authorised representative at which service of summons, notices or other processes may be effected under these rules;

(3) **“advocate”** means a person who is entitled to practise as such under the Advocates Act, 1961 (25 of 1961);

(4) **“applicant”** means a petitioner or an appellant or any other person or entity capable of making an application including an interlocutory application or a petition or an appeal under the Act;

(5) **“application”** means any application, interlocutory application or proceedings filed under the provisions of the Act, including any transferred application or transferred petition as defined under sub-rule (29) ;

(6) **“authorised representative”** means a person authorised in writing by a party to present his case before the Tribunal as the representative of such party as provided under section 432 of the Act;

(7) **“Bench”** means a Bench of the Tribunal constituted under section 419 of the Act and includes Circuit Benches constituted by the President with prior approval of the Central Government to sit at such other geographical locations as may be necessary having regard to requirements;

(8) **“Central Registry”** means the registry in which all the applications or petitions and documents are received by the Registrar for allocation to the concerned Bench of the Tribunal for disposal;

(9) **“certified”** means in relation to a copy of a document as hereunder;-

(a) certified as provided in section 76 of the Indian Evidence Act, 1872; or

(b) certified as provided in section 6 of Information Technology Act, 2000;

or

(c) certified copy issued by the Registrar of Companies under the Act;

(d) copy of document as may be downloaded from any online portal prescribed under section 398 of the Act or a photo copy of the original pertaining to any company registered with the Office of the Registrar of Companies of the concerned State duly certified by a legal practitioner or a chartered accountant or a cost accountant or a company secretary;

(10) **“certified by Tribunal”** means in relation to a copy of a document, certified to be a true copy issued by the Registry or of a Bench of the Tribunal under its hand and seal and as provided in section 76 of the Indian Evidence Act, 1872 (1 of 1872);

(11) **“creditor”** means any person to whom a debt is owed;

(12) **“fee”** means the amount payable in pursuance of the provisions of the Act and these rules for any petition or application or interlocutory application or a document or for certified copy of document or order of the Tribunal or such other paper as may be specified in Schedule of Fees to these rules and includes any modifications as may be made thereto or any fee as prescribed for filing of documents to the Tribunal by these rules;

(13) **“filer”** means an authorised representative of that person or any party to the proceedings who files any document with the Tribunal in relation to a case filed under the Act, or any rules thereunder;

(14) **“filed”** means filed in the office of the Registry of the Tribunal;

(15) **“interlocutory application”** means an application in any appeal or original petition on proceeding already instituted in the Tribunal, but not being a proceeding for execution of the order or direction of Tribunal;

(16) **“party”** means a person who prefers an appeal or application or petition before the Tribunal and includes respondent or any person interested in the said appeal or application or petition including the Registrar of Companies or the Regional Director or Central Government or State Government or official liquidator and any person who has a right under the Act, or the Reserve Bank of India Act 1934 (2 of 1934) to make suggestions or submissions or objections or reply;

(17) **“petition”** means a petition or an application or an appeal or a complaint in pursuance of which any proceeding is commenced before the Tribunal;

(18) **“person interested”** means a shareholder, creditor, employee, transferee company and other company concerned in relation to the term or context

referred to in the relevant provisions of the Act or any person aggrieved by any order or action of any company or its directors;

(19) **“pleadings”** means and includes application including interlocutory application, petition, appeal, revision, reply, rejoinder, statement, counter claim, additional statement supplementing the original application and reply statement under these rules and as may be permitted by the Tribunal;

(20) **“reference”** means a reference within the meaning of rule 88 of these rules;

(21) **“Registrar”** means Registrar of the Tribunal and includes such other officer of the Tribunal or Bench to whom the powers and functions of the Registrar is delegated;

(22) **“Registry”** means the Registry of the Tribunal or any of its Benches, as the case may be, which keeps records of the applications and documents relating thereto;

(23) **“Reserve Bank”** means the Reserve Bank of India and includes its branches and agencies as defined in the Reserve Bank of India Act, 1934 (2 of 1934);

(24) **“Sealed”** means sealed with the seal of the Tribunal;

(25) **“Secretary”** means Secretary of the Tribunal and in the absence of Secretary, such other officer of the Tribunal to whom the powers and functions of the Secretary are delegated.

(26) **“secured creditor”** means a creditor in whose favour a security interest is created;

(27) **“security interest”** means right, title or interest or a claim to property, created in favour of, or provided for a secured creditor by a transaction which secures payment or performance of an obligation and includes mortgage, charge, hypothecation, assignment and encumbrance or any other agreement or arrangement securing payment or performance of any obligation of any person:

Provided that security interest shall not include a performance guarantee.

(28) **“section”** means a section of the Act;

(29) **“transferred application” or “transferred petition”** means any proceeding which has been transferred to the Tribunal from the Company Law Board, the High Court, District Court, Board for Industrial and Financial Reconstruction as provided in clause (a), (c) and (d) of sub-section(1) of section 434 of the Act;

(30) words and expressions used herein and not defined but defined in the Act shall have the respective meanings assigned to them in the Act.

3. Computation of time period.- Where a period is prescribed by the Act and these rules or under any other law or is fixed by the Tribunal for doing any act, in computing the time, the day from which the said period is to be reckoned shall be excluded, and if the last day expires on a day when the office of the Tribunal is closed, that day and any succeeding days on which the Tribunal remains closed shall also be excluded.

4. Forms.- The forms annexed as Annexure ‘A’ to these rules with such modifications or variations as the circumstances of each case may require shall be used for the purpose mentioned therein and where no form is prescribed to cover a contingency, a form as may be approved by the Registrar, shall be used.

5. **Format of order or direction or rule.**- Every rule, direction, order, summons, warrant or other mandatory process shall be issued in the name of the President and shall be signed by the Registrar or any other officer specifically authorised in that behalf by the President, with the day, month and year of signing and shall be sealed with the seal of the Tribunal.

6. **Official seal of the Tribunal.**- The official seal and emblem of the Tribunal shall be such, as the Central Government may from time to time specify and shall be in the custody of the Registrar.

7. **Custody of the records.**- The Registrar shall have the custody of the records of the Tribunal and no record or document filed in any cause or matter shall be allowed to be taken out of the custody of the Tribunal without the leave of the Tribunal:

Provided that the Registrar may allow any other officer of the Tribunal to remove any official paper or record for administrative purposes from the Tribunal.

8. **Sitting of the Tribunal.**- The Tribunal shall hold its sittings either at its headquarter or at such other place falling within its territorial jurisdiction as it may consider convenient.

9. **Sitting hours.**- The sitting hours of the Tribunal shall ordinarily be from 10:30 AM to 1:00 PM and 2:00 P.M. to 4:30 PM, subject to any order made by the President.

10. **Working hours.**- (1) Except on Saturdays, Sundays and other National Holiday, the office of the Tribunal shall remain open on all working days from 09.30 A.M. to 6.00 P.M.

(2) The Filing Counter of the Registry shall be open on all working days from 10.30 AM to 5.00 P.M.

11. **Inherent Powers.-** Nothing in these rules shall be deemed to limit or otherwise affect the inherent powers of the Tribunal to make such orders as may be necessary for meeting the ends of justice or to prevent abuse of the process of the Tribunal.

12. **Calendar.-** The calendar of days of working of Tribunal in a year shall be as decided by the President of the Tribunal.

13. **Listing of cases.-** An urgent matter filed before 12 noon shall be listed before the Tribunal on the following working day, if it is complete in all respects as provided in these rules and in exceptional cases, it may be received after 12 noon but before 3.00 P.M. for listing on the following day, with the specific permission of the Bench.

14. **Power to exempt.-** The Tribunal may on sufficient cause being shown, exempt the parties from compliance with any requirement of these rules and may give such directions in matters of practice and procedure, as it may consider just and expedient on the application moved in this behalf to render substantial justice.

15. **Power to extend time.-** The Tribunal may extend the time appointed by these rules or fixed by any order, for doing any act or taking any proceeding, upon such terms, if any, as the justice of the case may require, and any enlargement may be ordered, although the application therefore is not made until after the expiration of the time appointed or allowed.

PART-II

Power and functions of President, Registrar and Secretary

16. Functions of the President.- In addition to the general powers provided in the Act and in these rules the President shall exercise the following powers, namely:-

- (a) preside over the consideration of cases by the Tribunal;
- (b) direct the Registry in the performance of its functions;
- (c) prepare an annual report on the activities of the Tribunal;
- (d) transfer any case from one Bench to other Bench when the circumstances so warrant;
- (e) to withdraw the work or case from the court of a member.
- (f) perform the functions entrusted to the President under these rules and such other powers as may be relevant to carry out his duties as head of the Tribunal while exercising the general superintendence and control over the administrative functions of the Members, Registrar, Secretary and other staff of the Tribunal.

17. Functions of the Registrar.- (1) The Registrar shall have the following functions, namely:-

- (a) registration of appeals, petitions and applications;
- (b) receive applications for amendment of appeal or the petition or application or subsequent proceedings.
- (c) receive applications for fresh summons or notices and regarding services thereof;
- (d) receive applications for fresh summons or notices and for short date summons and notices;
- (e) receive applications for substituted service of summons or notices;
- (f) receive applications for seeking orders concerning the admission and inspection of documents;
- (g) transmission of a direction or order to the civil court as directed by Tribunal with the prescribed certificates for execution etc., and

(h) such other incidental or matters as the President may direct from time to time.

(2) All adjournments shall normally be sought before the concerned Bench in court and in extraordinary circumstances, the Registrar may, if so directed by the Tribunal in chambers, at any time adjourn any matter and lay the same before the Tribunal in chambers.

18. Functions of the Secretary– (1) There shall be a Secretary at the Principal Bench of the Tribunal, New Delhi.

(2) The Secretary shall, under the general superintendence and control of the President, discharge such duties, functions and exercise such powers as are prescribed under these rules and as assigned by the President from time to time.

(3) Secretary shall –

- (a) be in charge of the long term projects and initiatives of the Tribunal;
- (b) supervise the divisions and sections of the Human Resources;
- (c) prepare, monitor and manage budgetary allocations and financial managements of the Tribunal and the Benches;
- (d) provide all necessary support in the day to day operations of the Tribunal;
- (e) manage and supervise the facilities and administrative services of the Tribunal;
- (f) manage and administer the public grievances mechanism of the Tribunal;
- (g) coordinate with authorised representatives and other professionals in the smooth functioning of the Tribunal;
- (h) oversee information and communication technology and other technological facilities in the Tribunal;
- (i) manage and facilitate communication and services of the Tribunal;
- (j) manage, monitor and administer the public affairs and public safety provisions within the premises of the Tribunal; and
- (k) supervise library and research wings of the Tribunal.

19. **Delegation of powers by the President.**- The President may assign or delegate to any suitable officer all or some of the functions required by these rules to be exercised by the Registrar.

PART-III

Institution of proceedings, petition, appeals etc.

20. **Procedure.**-(1) Every appeal or petition or application or caveat petition or objection or counter presented to the Tribunal shall be in English and in case it is in some other Indian language, it shall be accompanied by a copy translated in English and shall be fairly and legibly type written, lithographed or printed in double spacing on one side of standard petition paper with an inner margin of about four centimeter width on top and with a right margin of 2.5. cm, and left margin of 5 cm, duly paginated, indexed and stitched together in paper book form;

(2) The cause title shall state "Before the National Company Law Tribunal" and shall specify the Bench to which it is presented and also set out the proceedings or order of the authority against which it is preferred.

(3) Appeal or petition or application or counter or objections shall be divided into paragraphs and shall be numbered consecutively and each paragraph shall contain as nearly as may be, a separate fact or allegation or point.

(4) Where *Saka* or other dates are used, corresponding dates of Gregorian Calendar shall also be given.

(5) Full name, parentage, age, description of each party and address and in case a party sues or being sued in a representative character, shall also be set out at the beginning of the appeal or petition or application and need not be repeated in the subsequent proceedings in the same appeal or petition or application.

(6) The names of parties shall be numbered consecutively and a separate line should be allotted to the name and description of each party.

(7) These numbers shall not be changed and in the event of the death of a party during the pendency of the appeal or petition or matter, his legal heirs or representative, as the case may be, if more than one shall be shown by sub-numbers.

(8) Where fresh parties are brought in, they may be numbered consecutively in the particular category, in which they are brought in.

(9) Every proceeding shall state immediately after the cause title the provision of law under which it is preferred.

21. Particulars to be set out in the address for service.- The address for service of summons shall be filed with every appeal or petition or application or caveat on behalf of a party and shall as far as possible contain the following items namely:-

- (a) the name of the road, street, lane and Municipal Division or Ward, Municipal Door and other number of the house;
- (b) the name of the town or village;
- (c) the post office, postal district and PIN Code, and
- (d) any other particulars necessary to locate and identify the addressee such as fax number, mobile number, valid e-mail address, if any.

22. Initialling alteration.- Every interlineations, eraser or correction or deletion in any appeal or petition or application or document shall be initialled by the party or his authorised representative presenting it.

23. Presentation of petition or appeal .- (1) Every petition, application, caveat, interlocutory application, documents and appeal shall be presented in triplicate by the appellant or applicant or petitioner or respondent, as the case may be, in person or by his duly authorised representative or by an advocate duly appointed in this behalf in the prescribed form with stipulated

fee at the filing counter and non-compliance of this may constitute a valid ground to refuse to entertain the same.

(2) Every petition or application or appeal may be accompanied by documents duly certified by the authorised representative or advocate filing the petition or application or appeal duly verified from the originals.

(3) All the documents filed in the Tribunal shall be accompanied by an index in triplicate containing their details and the amount of fee paid thereon.

(4) Sufficient number of copies of the appeal or petition or application shall also be filed for service on the opposite party as prescribed under these rules.

(5) In the pending matters, all applications shall be presented after serving copies thereof in advance on the opposite side or his authorised representative.

(6) The processing fee prescribed by these rules, with required number of envelopes of sufficient size and notice forms shall be filled alongwith memorandum of appeal.

24. **Number of copies to be filed.**- The appellant or petitioner or applicant or respondent shall file three authenticated copies of appeal or petition or application or counter or objections, as the case may be, and shall deliver one copy to each of the opposite party.

25. **Lodging of caveat.**- (1) Any person may lodge a caveat in triplicate in any appeal or petition or application that may be instituted before this Tribunal by paying the prescribed fee after forwarding a copy by registered post or serving the same on the expected petitioner or appellant and the caveat shall be in the form prescribed and contain such details and particulars or orders or directions, details of authority against whose orders or directions the appeal or petition or application is being instituted by the expected appellant or petitioner or applicant which full address for service on other side, so that the appeal or petition or application could be served before the appeal or petition or interim application is taken up:

Provided, that the Tribunal may pass interim orders in case of urgency.

(2) The caveat shall remain valid for a period of ninety days from the date of its filing.

26. **Endorsement and Verification.**- (1) At the foot of every petition or appeal or pleading there shall appear the name and signature of the authorised representative.

(2) Every petition or appeal shall be signed and verified by the party concerned in the manner provided by these rules.

27. **Translation of document.**- (1) A document other than English language intended to be used in any proceeding before the Tribunal shall be received by the Registry accompanied by a copy in English, which is agreed to by both the parties or certified to be a true translated copy by authorised representative engaged on behalf of parties in the case or by any other advocate or authorised representative whether engaged in the case or not or if the advocate or authorised representative engaged in the case authenticates such certificate or prepared by a translator approved for the purpose by the Registrar on payment of such charges as he may order.

(2) Appeal or petition or other proceeding shall not be set down for hearing until and unless all parties confirm that all the documents filed on which they intend to rely are in English or have been translated into English and required number of copies are filed into Tribunal.

28. **Endorsement and scrutiny of petition or appeal or document.**-(1) The person in charge of the filing-counter shall immediately on receipt of petition or appeal or application or document affix the date stamp of Tribunal thereon and also on the additional copies of the index and return the acknowledgement to the party and he shall also affix his initials on the stamp affixed on the first page of the copies and enter the particulars of all such documents in the register after daily filing and assign a diary number which shall be entered below the date stamp and thereafter cause it to be sent for scrutiny.

(2) If, on scrutiny, the appeal or petition or application or document is found to be defective, such document shall, after notice to the party, be returned for compliance and if there is a failure to comply within seven days from the date of return, the same shall be placed before the Registrar who may pass appropriate orders.

(3) The Registrar may for sufficient cause return the said document for rectification or amendment to the party filing the same, and for this purpose may allow to the party concerned such reasonable time as he may consider necessary or extend the time for compliance.

(4) Where the party fails to take any step for the removal of the defect within the time fixed for the same, the Registrar may, for reasons to be recorded in writing, decline to register the pleading or document.

29. **Registration of proceedings admitted.-** On admission of appeal or petition or caveat or application, the same shall be numbered and registered in the appropriate register maintained in this behalf and its number shall be entered therein.

30. **Calling for records.-** On the admission of appeal or petition or application the Registrar shall, if so directed by the Tribunal, call for the records relating to the proceedings from any adjudicating authority and retransmit the same.

31. **Production of authorisation for and on behalf of an association.-** Where an appeal or application or petition or other proceeding purported to be instituted by or on behalf of an association, the person or persons who sign (s) or verify (ies) the same shall produce along with such application, for verification by the Registry, a true copy of the resolution of the association empowering such person(s) to do so:

Provided that the Registrar may at any time call upon the party to produce such further materials as he deems fit for satisfying himself about due authorization:

Provided further that it shall set out the list of members for whose benefit the proceedings are instituted.

32. **Interlocutory applications.-** Every Interlocutory application for stay, direction, condonation of delay, exemption from production of copy of order appealed against or extension of time prayed for in pending matters shall be in prescribed form and the requirements prescribed in that behalf shall be complied with by the applicant, besides filing an affidavit supporting the application.

33. **Procedure on production of defaced, torn or damaged documents.-** When a document produced along with any pleading appears to be defaced, torn, or in any way damaged or otherwise its condition or appearance requires special notice, a mention regarding its condition and appearance shall be made by the party producing the same in the Index of such a pleading and the same shall be verified and initialed by the officer authorized to receive the same.

PART- IV

General procedure

34. **General Procedure.** - (1) In a situation not provided for in these rules, the Tribunal may, for reasons to be recorded in writing, determine the procedure in a particular case in accordance with the principles of natural justice.

(2) The general heading in all proceedings before the Tribunal, in all advertisements and notices shall be in **Form No. NCLT. 4.**

(3) Every petition or application or reference shall be filed in form as provided in **Form No. NCLT. 1** with attachments thereto accompanied by **Form No. NCLT.2** and in case of an interlocutory application, the same shall be filed in **Form No. NCLT. 1** accompanied by such attachments thereto along with **Form No. NCLT. 3.**

(4) Every petition or application including interlocutory application shall be verified by an affidavit in **Form No. NCLT.6**. Notice to be issued by the Tribunal to the opposite party shall be in **Form NCLT-5**.

35. Advertisement detailing petition.- (1) Where any application, petition or reference is required to be advertised, it shall, unless the Tribunal otherwise orders, or these rules otherwise provide, be advertised in **Form NCLT-3A**, not less than fourteen days before the date fixed for hearing, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situate, and at least once in English language in an English newspaper circulating in that district.

(2) Every such advertisement shall state;-

- (a) the date on which the application, petition or reference was presented;
- (b) the name and address of the applicant, petitioner and his authorised representative, if any;
- (c) the nature and substance of application, petition or reference;
- (d) the date fixed for hearing;
- (e) a statement to the effect that any person whose interest is likely to be affected by the proposed petition or who intends either to oppose or support the petition or reference at the hearing shall send a notice of his intention to the concerned Bench and the petitioner or his authorised representative, if any, indicating the nature of interest and grounds of opposition so as to reach him not later than two days previous to the day fixed for hearing.

(3) Where the advertisement is being given by the company, then the same may also be placed on the website of the company, if any.

(4) An affidavit shall be filed to the Tribunal, not less than three days before the date fixed for hearing, stating whether the petition has been advertised in

accordance with this rule and whether the notices, if any, have been duly served upon the persons required to be served:

Provided that the affidavit shall be accompanied with such proof of advertisement or of the service, as may be available.

(5) Where the requirements of this rule or the direction of the Tribunal, as regards the advertisement and service of petition, are not complied with, the Tribunal may either dismiss the petition or give such further directions as it thinks fit.

(6) The Tribunal may, if it thinks fit, and upon an application being made by the party, may dispense with any advertisement required to be published under this rule.

36. Maintenance of Cash Register. - (1) If any payment has been received by way of Indian postal orders or demand drafts or in cash by the Registry, the transaction shall be entered immediately by the Registration Clerk on their receipt side in a Cash Register kept for the purpose.

(2) On every next working day or the last working day of the week, the payments received during such day or week by way of Indian postal orders or demand drafts shall be transmitted by the Registration Clerk to the concerned official vested with the work pertaining to the Cashier who after scrutiny and verification shall acknowledge the receipt of all moneys in the Cash Register.

(3) The official referred to in sub-rule (2) shall deposit all payments received by way of Indian postal order or demand draft or cash in the Bank account of the Tribunal.

37. Notice to Opposite Party.- (1) The Tribunal shall issue notice to the respondent to show cause against the application or petition on a date of

hearing to be specified in the Notice. Such notice in **Form No. NCLT.5** shall be accompanied by a copy of the application with supporting documents.

(2) If the respondent does not appear on the date specified in the notice in **Form No. NCLT.5**, the Tribunal, after according reasonable opportunity to the respondent, shall forthwith proceed ex-parte to dispose of the application.

(3) If the respondent contests to the notice received under sub-rule (1), it may, either in person or through an authorised representative, file a reply accompanied with an affidavit and along with copies of such documents on which it relies, with an advance service to the petitioner or applicant, to the Registry before the date of hearing and such reply and copies of documents shall form part of the record.

38. Service of Notices and processes.- (1) Any notice or process to be issued by the Tribunal may be served by post or at the e-mail address as provided in the petition or application or in the reply;

(2) The notice or process if to be served physically may be served in any one of the following modes as may be directed by the Tribunal; -

- (a) by hand delivery through a process server or respective authorised representative;
- (b) by registered post or speed post with acknowledgment due; or
- (c) service by the party himself.

(3) Where a notice issued by the Tribunal is served by the party himself by hand delivery, he shall file with the Registrar or such other person duly authorised by the Registrar in this behalf, the acknowledgment together with an affidavit of service and in case of service by registered post or by speed post, file with the Registrar, or such other person duly authorised by the Registrar in this behalf, an affidavit of service of notice alongwith the proof of delivery.

(4) Notwithstanding anything contained in sub-rules (1) and (2), the Tribunal may after taking into account the number of respondents and their place of residence or work or service could not be effected in any manner and other circumstances, direct that notice of the petition or application shall be served upon the respondents in any other manner, including any manner of substituted service, as it appears to the Tribunal just and convenient.

(5) A notice or process may also be served on an authorised representative of the applicant or the respondent, as the case may be, in any proceeding or on any person authorised to accept a notice or a process, and such service on the authorised representative shall be deemed to be a proper service.

(6) Where the Tribunal directs a service under sub-rule (4), such amount of charges, as may be determined by the Tribunal from time to time, but not exceeding the actual charges incurred in effecting the service, shall be deposited with the registry of the Tribunal by the petitioner or applicant.

39. Production of Evidence by Affidavit.- (1) The Tribunal may direct the parties to give evidence, if any, by affidavit.

(2) Notwithstanding anything contained in sub-rule (1), where the Tribunal considers it necessary in the interest of natural justice, it may order cross-examination of any deponent on the points of conflict either through information and communication technology facilities such as video conferencing or otherwise as may be decided by the Tribunal, on an application moved by any party.

(3) Every affidavit to be filed before the Tribunal shall be in **Form No. NCLT.7.**

40. Production of additional evidence before the Bench. - (1) Notwithstanding anything contained in rule 39, the parties to the proceedings shall not be entitled to produce before the Bench additional evidence, either oral or documentary, which was in the possession or knowledge but was not

produced before the Inspector, appointed by the Central Government for the purpose of investigating the affairs of the concerned company, during investigation under Chapter XIV of the Act, but if the Bench requires any additional evidence or document to be produced or any witness to be examined or any affidavit to be filed to enable it to pass orders or for any other substantial cause, or if the Inspector so appointed for the said purpose has not given sufficient opportunity to the party to adduce evidence, the Bench, for reasons to be recorded, may allow such document to be produced or witness to be examined or affidavit to be filed or may allow such evidence to be produced.

(2) Such document may be produced or such witness examined or such evidence adduced either before the Bench or before such authority as the Bench may direct.

(3) If the document is directed to be produced or witness examined or evidence adduced before any authority, the party shall comply with the direction of the Bench and after compliance, send the document, the record of the deposition of the witness or the record of the evidence adduced, to the Bench.

(4) Additional evidence or document shall be made available by the Bench to the parties to the proceedings other than the party adducing the evidence and they shall be afforded an opportunity to rebut the contents of the said additional evidence.

41. Filing of Reply and other Documents by the Respondents. - (1) Each respondent may file his reply to the petition or the application and copies of the documents, either in person or through an authorised representative, with the registry as specified by the Tribunal.

(2) A copy of the reply or the application and the copies of other documents shall be forthwith served on the applicant by the respondent.

(3) To the reply or documents filed under sub-rule (1), the respondent shall specifically admit, deny or rebut the facts stated by the applicant in his petition or application and state such additional facts as may be found necessary in his reply.

42. Filing of Rejoinder. - Where the respondent states such additional facts as may be necessary for the just decision of the case, the Bench may allow the petitioner to file a rejoinder to the reply filed by the respondent, with an advance copy to be served upon the respondent.

43. Power of the Bench to call for further information or evidence. - (1) The Bench may, before passing orders on the petition or application, require the parties or any one or more of them, to produce such further documentary or other evidence as it may consider necessary:-

- (a) for the purpose of satisfying itself as to the truth of the allegations made in the petition or application; or
- (b) for ascertaining any information which, in the opinion of the Bench, is necessary for the purpose of enabling it to pass orders in the petition or application.

(2) Without prejudice to sub-rule (1), the Bench may, for the purpose of inquiry or investigation, as the case may be, admit such documentary and other mode of recordings in electronic form including e-mails, books of accounts, book or paper, written communications, statements, contracts, electronic certificates and such other similar mode of transactions as may legally be permitted to take into account of those as admissible as evidence under the relevant laws.

(3) Where any party preferring or contesting a petition of oppression and mismanagement raises the issue of forgery or fabrication of any statutory records, then it shall be at liberty to move an appropriate application for forensic examination and the Bench hearing the matter may, for reasons to be recorded, either allow the application and send the disputed records for

opinion of Central Forensic Science Laboratory at the cost of the party alleging fabrication of records, or dismiss such application.

44. Hearing of petition or applications.- (1) The Tribunal shall notify to the parties the date and place of hearing of the petition or application in such manner as the President or a Member may, by general or special order, direct.

(2) Where at any stage prior to the hearing of the petition or application, the applicant desires to withdraw his petition or application, he shall make an application to that effect to the Tribunal, and the Tribunal on hearing the applicant and if necessary, such other party arrayed as opposite parties in the petition or the application or otherwise, may permit such withdrawal upon imposing such costs as it may deem fit and proper for the Tribunal in the interests of the justice.

45. Rights of a party to appear before the Tribunal.- (1) Every party may appear before a Tribunal in person or through an authorised representative, duly authorised in writing in this behalf.

(2) The authorised representative shall make an appearance through the filing of Vakalatnama or Memorandum of Appearance in **Form No. NCLT. 12** representing the respective parties to the proceedings.

(3) The Central Government, the Regional Director or the Registrar of Companies or Official Liquidator may authorise an officer or an Advocate to represent in the proceedings before the Tribunal.

(4) The officer authorised by the Central Government or the Regional Director or the Registrar of Companies or the Official Liquidator shall be an officer not below the rank of Junior Time Scale or company prosecutor.

(5) During any proceedings before the Tribunal, it may for the purpose of its knowledge, call upon the Registrar of Companies to submit information on

the affairs of the company on the basis of information available in the MCA21 portal. Reasons for such directions shall be recorded in writing.

(6) There shall be no audio or video recording of the Bench proceedings by the parties or their authorised representatives.

46. Registration of authorised representative's interns.- (1) No intern employed by an authorised representative shall act as such before the Tribunal or be permitted to have access to the records and obtain copies of the orders of a Bench of the Tribunal in which the authorised representative ordinarily appears, unless his name is entered in the register of interns maintained by the Bench.

(2) An authorised representative desirous of registering his intern shall make a petition or an application to the Registrar in **Form NCLT 10** and on such application being allowed by the Registrar, his name shall be entered in the register of interns.

47. Oath to the witness.- The Bench Officer or the Court Officer, as the case may be, shall administer the following oath to a witness:-

"I do swear in the name of God / solemnly affirm that what I shall state shall be the truth and nothing but the truth."

48. Consequence of non-appearance of applicant.- (1) Where on the date fixed for hearing of the petition or application or on any other date to which such hearing may be adjourned, the applicant does not appear when the petition or the application is called for hearing, the Tribunal may, in its discretion, either dismiss the application for default or hear and decide it on merit.

(2) Where the petition or application has been dismissed for default and the applicant files an application within thirty days from the date of dismissal and satisfies the Tribunal that there was sufficient cause for his non-appearance

when the petition or the application was called for hearing, the Tribunal shall make an order restoring the same:

Provided that where the case was disposed of on merits the decision shall not be re-opened.

49. Ex-parte Hearing and disposal.- (1) Where on the date fixed for hearing the petition or application or on any other date to which such hearing may be adjourned, the applicant appears and the respondent does not appear when the petition or the application is called for hearing, the Tribunal may adjourn the hearing or hear and decide the petition or the application *ex-parte*.

(2) Where a petition or an application has been heard *ex-parte* against a respondent or respondents, such respondent or respondents may apply to the Tribunal for an order to set it aside and if such respondent or respondents satisfies the Tribunal that the notice was not duly served, or that he or they were prevented by any sufficient cause from appearing (when the petition or the application was called) for hearing, the Tribunal may make an order setting aside the *ex-parte* hearing as against him or them upon such terms as it thinks fit.

Provided that where the *ex-parte* hearing of the petition or application is of such nature that it cannot be set aside as against one respondent only, it may be set aside as against all or any of the other respondents also.

50. Registry to send certified copy.- The Registry shall send a certified copy of final order passed to the parties concerned free of cost and the certified copies may be made available with cost as per Schedule of fees, in all other cases.

51. Power to regulate the procedure.- The Tribunal may regulate its own procedure in accordance with the rules of natural justice and equity, for the purpose of discharging its functions under the Act.

52. Summoning of witnesses and recording Evidence.- (1) If a petition or an application is presented by any party to the proceedings for summoning of witnesses, the Tribunal shall issue summons for the appearance of such witnesses unless it considers that their appearance is not necessary for the just decision of the case.

(2) Where summons are issued by the Tribunal under sub-rule (1) to any witness to give evidence or to produce any document, the person so summoned shall be entitled to such travelling and daily allowance sufficient to defray the travelling and other expenses as may be determined by the Registrar which shall be deposited by the party as decided by the Registrar.

53. Substitution of legal representatives.- (1) Where a party to a proceeding pending before a Bench dies or is adjudged insolvent or, in the case of a company, being wound up, the proceeding shall not abate and may be continued by or against the executor, administrator or other legal representative of the parties or by or against the assignee, receiver or liquidator, as the case may be.

(2) In the case of death of a party during the pendency of the proceedings before the Tribunal, the legal representative of the deceased party may apply within ninety days of the date of such death for being brought on record.

(3) Where no petition or application is received from the legal representatives within the period specified in sub-rule (2), the proceedings shall abate:

Provided that for good and sufficient reasons shown, the Tribunal may allow substitution of the legal representatives of the deceased at any time before disposing the petition on merits.

54. Assessors or valuers.- (1) In any enquiry into a claim, the Tribunal may call in the aid of assessor or valuer, not exceeding two in number, who possess

any technical or special knowledge with respect to any matter before the Tribunal for the purpose of assisting the Tribunal.

(2) An assessor or valuer shall perform such functions as the Tribunal may direct.

(3) The remuneration, if any, to be paid to an assessor or valuer shall in every case be determined by the Tribunal and be paid by it in the manner as may be specified by the Tribunal.

55. Pleadings before the Tribunal.- No pleadings, subsequent to the reply, shall be presented except by the leave of the Tribunal upon such terms as the Tribunal may think fit.

56. Application for execution.- For execution of order passed by the Tribunal, the holder of an order shall make an application to the Tribunal in **Form NCLT.8.**

57. Issue of process of execution.- (1) On receipt of an application under rule 56 the Tribunal shall issue a process for execution of its order in such Form as provided in the Code of Civil Procedure, 1908 (5 of 1908).

(2) The Tribunal shall consider objection, if any, raised by the respondent and make such order as it may deem fit and shall issue attachment or recovery warrant in such form as provided in the Code of Civil Procedure, 1908 (5 of 1908), as the case may be.

58. Effect of non-compliance.- Failure to comply with any requirement of these rules shall not invalidate any proceeding, merely by reason of such failure, unless the Tribunal is of the view that such failure has resulted in miscarriage of justice.

59. Procedure for imposition of penalty under the Act.- (1)

Notwithstanding anything to the contrary contained in any rules or regulations framed under the Act, no order or direction imposing a penalty under the Act shall be made unless the person or the company or a party to the proceeding, during proceedings of the Bench, has been given a show cause notice and reasonable opportunity to represent his or her or its case before the Bench or any officer authorised in this behalf.

(2) In case the Bench decides to issue show cause notice to any person or company or a party to the proceedings, as the case may be, under sub-rule (1), the Registrar shall issue a show cause notice giving not less than fifteen days asking for submission of the explanation in writing within the period stipulated in the notice.

(3) The Bench shall, on receipt of the explanation, and after oral hearing if granted, proceed to decide the matter of imposition of penalty on the facts and circumstances of the case.

PART-V

Issuance of Orders and Disposal of Cases

60. Matters relating to the Judgments or Orders of the Tribunal.- (1) Once the final text of the judgment has been approved and adopted, the judgment shall be signed and dated by the President or the concerned Members or Member and the Registrar, and shall contain the names of the Members who have taken part in the decision.

(2) Any Member differing as to the grounds upon which the judgment was based or some of its conclusions, or dissenting from the judgment, may append a separate or dissenting opinion.

(3) In case the members who have heard the case are equally divided in passing the order or judgment, then the President shall constitute a Bench as referred in sub-section (5) of section 419 of the Act.

61. Amicus Curiae.- (1) The Tribunal may, as its discretion, permit any person or persons, including the professionals and professional bodies to render or to communicate views to the Tribunal as *amicus curiae* on any point or points or legal issues as the case may be as assigned to such *amicus curiae*.

(2) The Tribunal may permit *amicus curiae* to have access to the pleadings of the parties and the Tribunal shall enable the parties to submit timely observations on brief provided by the *amicus curiae*.

(3) The Tribunal shall be at liberty to direct either of the parties or both the parties to the proceedings involving a point on which the opinion of the *amicus curiae* has been sought, to bear such expenses or fee as may be ordered by the Tribunal.

(4) The judgment and any appended opinions shall be transmitted to the parties and to *amicus curiae*.

62. Recusal.- (1) For the purpose of maintaining the high standards and integrity of the Tribunal, the President or a Member of the Tribunal shall recuse himself:-

- (a) in any cases involving persons with whom the President or the Member has or had a personal, familial or professional relationship;
- (b) in any cases concerning which the President or the Member has previously been called upon in another capacity, including as advisor, representative, expert or witness; or
- (c) if there exists other circumstances such as to make the President or the Member's participation seem inappropriate

(2) The President or any Member recusing himself may record reasons for refusal:

Provided that no party to the proceedings or any other person shall have a right to know the reasons for refusal by the President or the Member in the case.

PART-VI

Other Procedures

63. Presentation and scrutiny of petitions or applications.- In case of the scrutiny of the petitions or applications as provided in Part III and elsewhere in these rules, if any person is aggrieved of the decision of the Registrar or such other officer officiating as the Registrar of the Benches, an appeal against the order of the Registrar shall be made within fifteen days of the making of such order to the President of the Principal Bench and at other places to any Member of the Bench designated by the President, and whose decision thereon shall be final.

PART- VII

Procedures in respect of matters earlier dealt by other quasi-judicial bodies, courts and tribunals

64. Matter earlier dealt by Company Law Board.- (1) Notwithstanding anything contained in any other law for the time being in force, an original civil action or case arising out of the Act, or any other corresponding provision of the Companies Act, 1956 or Reserve Bank of India Act, 1934 is filed or pending before the Company Law Board on the date on which the Tribunal is constituted, and the relevant provisions of the Act dealing with the Tribunal have been given effect, or the Company Law Board has been dissolved in pursuance of the provisions of the Act, then all the cases on such date pending with the Company Law Board or such Benches shall stand

transferred to the respective Benches of the Tribunal exercising corresponding territorial jurisdiction as if the case had been originally filed in the Tribunal or its Bench to which it is transferred on the date upon which it was actually filed in the Company Law Board or its Bench from which it was transferred:

Provided that the Tribunal shall consider any action taken under the regulations of the Company Law Board as deemed to have been taken or done under the corresponding provisions of these rules and the provisions of the Act, and shall thereupon continue the proceedings, except in a case where the order is reserved by the Company Law Board or its Bench and in such a case, the Tribunal shall reopen the matter and rehear the case as if the hearing had not taken place:

Provided further that the Tribunal is at liberty to call upon the parties in a case to produce further evidence or such other information or document or paper or adduce or record further depositions or evidence as may deem fit and proper in the interest of justice.

(2) It shall be lawful for the President or such Member to whom the powers are so delegated, to provide that matters falling under all other sections of the Act, shall be dealt with by such Benches consisting of one or more members as may be constituted in exercising of such power as enshrined in the Act:

Provided that matters pending before the Principal Bench of the Company Law Board as on the date of constitution of Tribunal shall continue and be disposed of by a bench consisting of not less than two Members of the Tribunal having territorial jurisdiction.

(3) It shall be lawful for the Tribunal to dispose of any case transferred to it wherever the Tribunal decides that further continuance of such application or petition transferred before the Tribunal shall be an unnecessary proceeding

on account of changes which have taken place in the Act either upon an application filed by either of the parties to the proceedings or *suo motu*.

(4) A fresh petition or an application may also be filed in **Form NCLT 1** corresponding to those provisions of the Act, if both the parties thereto so consent with the approval of the Tribunal while withdrawing the proceedings as already continued before the Company Law Board and serve a copy of the petition on the parties thereto including the Central Government, Regional Director, Registrar of Companies, Official Liquidator or Serious Fraud Investigation Office, as the case may be, as provided in the Act, in the manner as provided under Part III.

(5) Upon an application to the Tribunal if the permission is granted to file a petition or an application in physical form, then the same shall be filed accompanied with the documents or papers to be attached thereto as required to prove the case subject to the provisions of the Act, and rules hereto.

(6) The same procedure shall also apply to other parties to application or petition for filing reply or counter thereto.

(7) Notwithstanding the above and subject to section 434 of the Act, the Tribunal may prescribe the rules relating to numbering of cases and other procedures to be followed in the case of transfer of such matters, proceedings or cases.

65. Petition or Application under sub-section (2) of section 45QA of the Reserve Bank of India Act, 1934 (2 of 1934).- Provisions of these rules shall apply, *mutatis mutandis*, to the application or petition made under sub-section (2) of section 45QA of the Reserve Bank of India Act, 1934 (2 of 1934) or under such other analogous provision of the other Act(s).

PART- VIII

Special Procedure

66. Application under sub- section (7) of section 7.- (1). An application under sub-section (7) of section 7 of the Act shall be filed to the Tribunal in **Form NCLT-1** and shall be accompanied by such documents as are mentioned in Annexure –B.

(2) Every application filed under sub rule (1) shall also set out the following particulars, namely:-

- (a) Name of the company and other details including date of incorporation, name and address of the subscribers, promoters and first directors; and
- (b) details of false or incorrect information or representation or material facts or information suppressed.
- (c) details of such documents in or declaration filed or made for incorporating such company,
- (d). involvement of promoters, subscribers and first directors in committing fraud during the course of incorporation;

(3) Subject to the provisions contained in Proviso to sub-section (7) of Section 7, the Tribunal may pass such orders, as it may think fit in accordance with clauses (a) to (e) of said sub-section (7).

67. Petition under sub-section (41) of section 2.- The Petition under the sub-section (41) of Section 2 be filed to the Tribunal in **Form NCLT-1** and shall be accompanied by such documents as are mentioned in Annexure –B.

68. Petition under section 14.- (1) A petition under the second provision to sub-section (1) of section 14 of the Act for the conversion of a public company into a private company, shall, not less than three months from the date of passing of special resolution, be filed to the Tribunal in **Form No. NCLT. 1** and shall be accompanied by such documents as are mentioned in Annexure B.

(2) Every petition filed under sub-rule (1) shall set out the following particulars:

- (a) the date of the Board meeting at which the proposal for alteration of Articles was approved;
- (b) the date of the general meeting at which the proposed alteration was approved;
- (c) State at which the registered office of the company was situated;
- (d) number of members in the company, number of members attended the meeting and number of members of voted for and against;
- (e) reason for conversion into a private company, effect of such conversion on shareholders, creditors, debenture holders and other related parties.
- (f) listed or unlisted public company;
- (g) the nature of the company, that is, a company limited by shares, a company limited by guarantee (having share capital or not having share capital) and unlimited company;
- (h) details as to whether a company registered under section 8 of the Act.

(3) There shall be attached to the application, a list of creditors and debenture holders, drawn up to the latest practicable date preceding the date of filing of petition by not more than two months, setting forth the following details, namely:-

- (a) the names and address of every creditor and debenture holder of the company;
- (b) the nature and respective amounts due to them in respect of debts, claims or liabilities;
- (c) in respect of any contingent or unascertained debt or any such claim admissible to proof in winding up of the company, the value, so far as can be justly estimated of such debt or claim:

Provided that the petitioner company shall file an affidavit, signed by the company secretary of the company, if any, and not less than two directors of the company, one of whom shall be a managing director, where there is one, to the effect that they have made a full enquiry into the affairs of the

company and, having done so, have formed an opinion that the list of creditors is correct, and that the estimated value as given in the list of the debts or claims payable on a contingency or not ascertained are proper estimates of the values of such debts and claims and that there are no other debts of , or claims against, the company to their knowledge.

(4) A duly authenticated copy of the list of creditors shall be kept at the registered office of the company and any person desirous of inspecting the same may, at any time during the ordinary hours of business, inspect and take extracts from the same on payment of the sum of rupees ten per page to the company.

(5) The company shall at least fourteen days before the date of hearing; -

- (a) advertise the petition in accordance with rule 35;
- (b) serve, by registered post with acknowledgement due, individual notice in **Form NCLT. No. 3B** to the effect set out in sub-rule (a) on each debenture-holder and creditor of the company; and
- (c) serve, by registered post with acknowledgement due, a notice together with the copy of the petition to the Central Government, Registrar of Companies and to the Securities and Exchange Board of India, in the case of listed companies and to the regulatory body, if the company is regulated under any other Act.

(6) Where any objection of any person whose interest is likely to be affected by the proposed petition has been received by the petitioner, it shall serve a copy thereof to the Registraron or before the date of hearing.

(7) While passing an order, the Tribunal may, if it is satisfied, having regard to all the circumstances of the case, that the conversion would not be in the interest of the company or is being made with a view to contravene or to avoid complying with the provisions of the Act, disallow the conversion with reasons to be recorded in writing.

69. Petition under sub-section (3) of section 55.- (1) The petition under sub-section (3) of section 55 of the Act shall be in **Form No. NCLT. 1** and shall be accompanied by documents mentioned in Annexure B and setting out:

- (a) particulars of registration
- (b) capital structure, the different classes of shares into which the share capital of the company is divided;
- (c) the provisions of the memorandum or articles authorizing the issue of preference shares;
- (d) total number of preference shares issued;
- (e) details of such preference shares that are not redeemed or unable to pay dividend;
- (f) terms and conditions of issue of such existing preference shares;
- (g) total number of such preference shares (unredeemed) and number of holders consented for with value of such preference shares and percentage of holders who have consented for; and
- (h) date or dates on which the consent was given or the resolution was passed.

(2) On petition under sub-section (1), the Tribunal, after hearing the petitioner and any other person as appears to it to be interested in the petition, may, if it is satisfied, having regard to all the circumstances of the case, approve for issue of further redeemable preference shares equal to the amount due, including the dividend thereon, in respect of unredeemable preference shares:

Provided that the Tribunal shall, while giving approval, order the redemption forthwith of preference shares held by such persons who have not consented to the issue of further redeemable preference shares:

Provided further that the Tribunal may, at its discretion, make such orders as to costs as it thinks fit.

(3) The decision of the Tribunal on the petition shall be final.

70. Appeal under sections 58 and 59.- (1) The appeals against the refusal for registration of transfer or transmission of securities under section 58 or for rectification of register of members under section 59 shall be made to the Tribunal by way of a petition in **Form No. NCLT. 1** and shall be accompanied by such documents as are mentioned in Annexure B:

Provided that a copy of the appeal shall be served on the concerned company at its registered office immediately after filing of the petition with the Tribunal.

(2) The petitioner shall at least fourteen days before the date of hearing advertise the petition in accordance with rule 35.

(3) Where any objection of any person whose interest is likely to be affected by the proposed petition has been received by the petitioner, it shall serve a copy thereof to the Registrar on or before the date of hearing:

(4) The Tribunal may, while dealing with a petition under section 58 or 59, at its discretion, make-

- (a) order or any interim order, including any orders as to injunction or stay, as it may deem fit and just;
- (b) such orders as to costs as it thinks fit; and
- (c) incidental or consequential orders regarding payment of dividend or the allotment of bonus or rights shares.

(5) On any petition under section 59, the Tribunal may-

- (a) decide any question relating to the title of any person who is a party to the petition to have his name entered in, or omitted from, the register;
- (b) generally decide any question which is necessary or expedient to decide in connection with the application for rectification.

(6) the decision of the Tribunal on any such petition shall be final.

71. Application under proviso to clause (b) of sub-section (1) of section 61.

(1) An application for obtaining the approval of the Tribunal for the consolidation and division of all or any of the share capital into shares of a larger amount than its existing shares which results in changes in the voting percentage of shareholders shall be filed in **Form No. NCLT. 1** and shall be accompanied by such documents as are mentioned in Annexure B.

(2) The application shall, *inter alia*, set forth the following:-

- (a) provision of articles authorising such consolidation or division;
- (b) existing capital structure of the company;
- (c) new capital structure of the company after the consolidation or division;
- (d) class of shares being consolidated or divided;
- (e) face value of shares pre and post consolidation or division;
- (f) justification for such consolidation or division;

(3) The company shall at least fourteen days before the date of hearing

- (a) advertise the petition in accordance with rule 35; and
- (b) serve, by registered post with acknowledgement due, a notice together with the copy of the application to the Central Government, Registrar of Companies and to the Securities and Exchange Board of India, in the case of listed companies and to the regulatory body, if the company is regulated under any other Act.

(4) Where any objection of any person whose interest is likely to be affected by the proposed application has been received by the applicant, it shall serve a copy thereof to the Central Government, Registrar of Companies and the Securities Exchange Board of India, in the case of listed companies and to any regulator, if the company is regulated under any other Act on or before the date of hearing.

(5) Upon hearing the application or any adjourned hearing thereof, the Tribunal may pass such order, subject to such terms and conditions, as it thinks fit.

72. Appeal against the order of the Government under Section 62(4).- (1)

Where any Government by virtue of provisions of sub-section (4) of section 62, in public interest, converts the debentures or loan or any part thereof into shares in the company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even in terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

(2) If such terms and conditions of conversion are not acceptable to the company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal, in **Form – NCLT-9**, which shall after hearing the company and the Government, pass such order as it deems fit.

73. Application under sections 71(9), 71(10), section 73(4) or section 74(2) and 76(2).- (1)

Where a company fails to redeem the debentures or repay the deposits or any part thereof or any interest thereon, an application under sub-section (10) of section 71 or under sub-section (4) of section 73 of the Act or section 45QA of the Reserve Bank of India Act, 1934 (2 of 1934), shall be filed to the Tribunal, in **Form No. NCLT. 11** in duplicate and shall be accompanied by such documents as are mentioned in Annexure B, by-

- (a) in case of debentures, all or any of the debenture holders concerned, or debenture trustee; or
- (b) in case of deposits, all or any of the depositors concerned, or where the deposits are secured, by the deposit trustee.

(2) There shall be attached to the application, a list of depositors or debenture holders, as the case may be, setting forth the following details in respect of every such depositor or debenture holder:-

- (a) full name, age, father's/ mother's/ spouse's name, occupation and full residential address;
- (b) fixed deposit receipt number or debenture certificate number, as the case may be;
- (c) date of maturity;
- (d) amount due to the person by the company;
- (e) amount already paid by the company, if any;
- (f) total amount due as on the date on the application:

Provided that where the company is the applicant, it shall file an affidavit stating that the list of depositors or debenture holders, as the case may be, is correct, and that the estimated values as given in the list of the amount payable to such depositors or debenture holders are proper estimates of the values of such debts and claims.

(3) The Tribunal shall pass an appropriate order within a period of sixty days from the date of receipt of application under sub-rule (1):

Provided that the Tribunal shall, before making any order under this rule, give a reasonable opportunity of being heard to the company and any other person interested in the matter.

(4) The Tribunal may, if it is satisfied, on the application filed under sub-rule (1), that it is necessary so to do, to safeguard the interests of the company, the debenture holders or the depositors, as the case may be, or in the public interest, direct, by order, the company to make repayment of such deposit or debenture or part thereof forthwith or within such time and subject to such conditions as may be specified in the order:

Provided that while passing the order, the Tribunal shall consider the financial condition of the company, the amount or deposit or debenture or part thereof and the interest payable thereon.

(5) The application under sub-section (2) of section 74 and sub-section (2) of section 76 read with section 74(2) shall be in **Form NCLT-1** and shall accompanied with the documents as per Annexure B.

(6) A copy of application under sub-section (2) of section 76 and under sub-section (2) of section 74 shall be served on the Regional Director and the Registrar of Companies before the date of hearing.

(7) The Registrar of Companies in consultation with Regional Director shall submit before the Tribunal, the report on the affairs of the company within thirty days from the date of the receipt of the application and Tribunal may consider any observation made by the Registrar of Companies before passing an order.

74. Application for calling or obtaining a direction to call annual general meeting.- (1) An application under section 97 for calling or obtaining a direction to call the annual general meeting of the company shall be made by any member of the company in **Form No. NCLT. 1** and shall be accompanied by the documents specified in Annexure B.

(2) A copy of the application shall be served on the Registrar of Companies on or before the date of hearing.

75. Application for obtaining an order for calling of general meeting (other than Annual General Meeting).- (1) An application under section 98 for obtaining an order for calling of a general meeting (other than Annual General Meeting) shall be made by any director or member of the company in **Form No. NCLT. 1** and shall be accompanied by the documents specified in Annexure B.

(2) A copy of the application shall be served on the Registrar of Companies on or before the date of hearing.

76. Inspection of minute-books of general meeting.- Where any member has requested the company for inspection of minute-book of general meeting on payment of requisite fee and the company refused to give such inspection, he may apply to the Tribunal in **Form No NCLT-9** for direction to the company for inspection of minute-book of general meeting.

77. Application under section 131.- (1) Where it appears to the directors of a company that the financial statement of the company or the report of the Board do not comply with the provisions of section 129 or section 134, the application shall be filed in **Form No. NCLT-1** within fourteen days of the decision taken by the Board.

(2) In case the majority of the directors of company or the auditor of the company has been changed immediately before the decision is taken to apply under section 131, the company shall disclose such facts in the application.

(3) The application shall, *inter alia*, set forth the following particulars, namely'-

- (a) financial year or period to which such accounts relates;
- (b) the name and contact details of the Managing Director, Chief Financial Officer, directors, Company Secretary and officer of the company responsible for making and maintaining such books of accounts and financial statement;
- (c) where such accounts are audited, the name and contact details of the auditor or any former auditor who audited such accounts;
- (d) copy of the Board resolution passed by the Board of Directors;
- (e) grounds for seeking revision of financial statement or Board's Report.

(4) The company shall at least fourteen days before the date of hearing advertise the application in accordance with rule 35.

(5) The Tribunal shall issue notice and hear the auditor of the original financial statement, if present auditor is different and after considering the

application and hearing the auditor and any other person as the Tribunal may deem fit, may pass appropriate order in the matter.

(6) A certified copy of the order of the Tribunal shall be filed with the Registrar of Companies within thirty days of the date of receipt of the certified copy..

(7) On receipt of approval from Tribunal a general meeting may be called and notice of such general meeting along with reasons for change in financial statements may be published in newspaper in English and in vernacular language.

(8) In the general meeting, the revised financial statements, statement of directors and the statement of auditors may be put up for consideration before a decision is taken on adoption of the revised financial statements.

(9) On approval of the general meeting, the revised financial statements along with the statement of auditors or revised report of the Board, as the case may be, shall be filed with the Registrar of Companies within thirty days of the date of approval by the general meeting.

78. Application under Section 140. (1) An application may be filed by the director on behalf of the company or the aggrieved auditor to the Tribunal in **Form NCLT-1** and shall be accompanied by such documents as are mentioned in Annexure "B".

(2) Where the Tribunal is satisfied on an application of the company or the aggrieved person that the rights conferred by the provisions of section 140 are being abused by the auditor, then, the copy of the representation need not be sent and the representation need not be read out at the meeting.

(3) If the application is made by the Central Government and the Tribunal is satisfied that any change of the auditor is required, it shall within fifteen days of receipt of such application make an order that the auditor shall not

function as an auditor and the Central Government may appoint another auditor in his place.

79. Application under section 169. The Company or any other person who claims to be aggrieved may make an application to the Tribunal in **Form NCLT-1** and shall be accompanied with such documents as are mentioned in Annexure B.

80. Application under section 213 for investigation.- An application under section 213 may be made in **Form NCLT-1** and shall be accompanied with such documents as are mentioned in Annexure B.

81. Application under section 241.- (1) An Application under clause (a) or clause (b) of sub-section (1) of section 241 of the Act, shall be filed in the **Form NCLT-1** and shall be accompanied with such documents as are mentioned in Annexure B.

(2) Where an application is presented under section 241 on behalf of any members of a company entitled to apply under sub-section (1) of the said section, by any one or more of them, the letter of consent signed by the rest of the members so entitled authorising the applicant or the applicants to present the petition on their behalf, shall be annexed to the application, and the names and addresses of all the members on whose behalf the application is presented shall be set out in a schedule to the application, and where the company has a share capital, the application shall state whether the applicants have paid all calls and other sums due on their respective shares.

(3) A copy of every application made under this rule shall be served on the company, other respondents and all such persons as the Tribunal may direct.

82. Withdrawal of Application filed under section 241. - (1) An application under clause (a) or clause (b) of sub-section (1) of section 241 of the Act, shall not be withdrawn without the leave of the Tribunal.

(2) An Application for withdrawal under sub-rule (1) shall be filed in the **Form NCLT-9**.

83. Application under section 243.- (1) An application under clause (b) of sub-section (1) of section 243 of the Act for leave to any of the persons mentioned therein to be appointed or to act as the managing director or other director or manager of the company, shall be filed as per the appropriate **Form NCLT-1** and shall be accompanied with such documents as are mentioned in Annexure B.

(2) An application under sub - rule (1) shall state whether a notice of intention to apply for such leave, as required under the proviso to sub-section (1) of section 243 of the Act, has been given to the Central Government and such application shall also be accompanied by a copy of such notice.

(3) The notice of the date of hearing of the application together with a copy of the application shall be served on the Central Government not less than fifteen days before the date fixed for the hearing.

84. Right to apply under section 245.- (1) An application under sub-section (1) of section 245, read with sub-section (3) of section 245 of the Act, shall be filled in **Form NCLT-9**.

(2) A copy of every application under sub-rule (1) shall be served on the company, other respondents and all such persons as the Tribunal may direct.

85. Conducting a class action suit.- (1) Without prejudice to the generality of the provisions of sub-section (4) of section 245 of the Act, the Tribunal may, while considering the admissibility of an application under the said section, in addition to the grounds specified therein, take into account the following:
(a) whether the class has so many members that joining them individually would be impractical, making a class action desirable;

- (b) whether there are questions of law or fact common to the class;
- (c) whether the claims or defences of the representative parties are typical of the claims or defences of the class;
- (d) whether the representative parties will fairly and adequately protect the interests of the class.

(2) For the purposes of clause (c) of sub-section (4) of section 245, while considering the desirability of an individual or separate action as opposed to a class action, the Tribunal may take into account, in particular, whether admitting separate actions by member or members or depositor or depositors would create a risk of:-

- (a) inconsistent or varying adjudications in such separate actions; or
- (b) adjudications that, as a practical matter, would be dispositive of the interests of the other members;
- (c) adjudications which would substantially impair or impede the ability of other members of the class to protect their interests.

86. Rule of opt-out.- (1) A member of a class action under section 245 of the Act is entitled to opt-out of the proceedings at any time after the institution of the class action, with the permission of the Tribunal, as per **Form No. NCLT-1**.

(2) For the purposes of this rule, a class member who receives a notice under clause (a) of sub section (5) of section 245 of the Act shall be deemed to be the member of a class, unless he expressly opts out of the proceedings, as per the requirements of the notice issued by the Tribunal in accordance with rule 38.

(3) A class member opting out shall not be precluded from pursuing a claim against the company on an individual basis under any other law, where a remedy may be available, subject to any conditions imposed by the Tribunal.

87. Publication of notice.- (1) For the purposes of clause (a) of sub section (5) of section 245 of the Act, on the admission of an application filed under

sub-section (1) of section 245 of the Act, a public notice shall be issued by the Tribunal as per **Form No. NCLT-13** to all the members of the class by-

- (a) publishing the same within seven days of admission of the Application by the Tribunal at least once in a vernacular newspaper in the principal vernacular language of the State in which the registered office of the company is situated and at least once in English in an English newspaper that is in circulation in that State;
- (b) requiring the company to place the public notice on the website of such company, if any, in addition to publication of such public notice in newspaper under sub-clause (a):

Provided that such notice shall also be placed on the websites of the Tribunal and the Ministry of Corporate Affairs, the concerned Registrar of Companies and in respect of a listed company on the website of the concerned stock exchange where the company has any of its securities listed, until the application is disposed of by the Tribunal.

(2) The date of issue of the newspaper in which such notice appears shall be considered as the date of serving the public notice to all the members of the class.

(3) The public notice shall, *inter alia*, contain the following-

- (a) name of the lead applicant;
- (b) brief particulars of the grounds of application;
- (c) relief sought by such application;
- (d) statement to the effect that application has been made by the requisite number of members/depositors;
- (e) statement to the effect that the application has been admitted by the Tribunal after considering the matters stated under sub-section (4) of section 245 and these rules and it is satisfied that the application may be admitted;
- (f) date and time of the hearing of the said application;

- (g) time within which any representation may be filed with the Tribunal on the application;
 - (h) the details of the admission of the application and the date by which the form of opt out has to be completed and sent as per **Form NCLT-1** and shall be accompanied with such documents as are mentioned in Annexure "B", and such other particulars as the Tribunal thinks fit.
- (4) The cost or expenses connected with the publication of the public notice under this rule shall be borne by the applicant and shall be defrayed by the company or any other person responsible for any oppressive act in case order is passed in favour of the applicant.

88. Reference to the Tribunal.- Any reference to the Tribunal by the Registrar of Companies under section 441 of the Act, or any reference to the Tribunal by the Central Government under proviso to sub-section (5) of section 140, 221, sub-section (2) of section 224, sub-section (5) of section 224, sub-section (2) of section 241 of the Act, or reference under sub-section (2) of section 75 or any complaint by any person under sub-section (1) of section 222, or any reference by a company under clause (c) of sub-section (4) of section 22A of the Securities Contracts (Regulations) Act, 1956 shall be made by way of a petition or application in **Form No. NCLT- 9** in Annexure A and shall be accompanied by documents mentioned in Annexure-B.

PART IX

CAUSE LIST

89. Preparation and publication of daily cause list.- (1) The Registry shall prepare and publish on the notice board of the Registry before the closing of working hours on each working day the cause list for the next working day and subject to the directions of the President, listing of cases in the daily cause list shall be in the following order of priority, unless otherwise ordered by the concerned Bench; namely;-

- (a) cases for pronouncement of orders;
- (b) cases for clarification;

- (c) cases for admission;
- (d) cases for orders or directions;
- (e) part-heard cases, latest part-heard having precedence; and
- (f) cases posted as per numerical order or as directed by the Bench;

(2) The title of the daily cause list shall consist of the number of the appeal or petition, the day, date and time of the court sitting, court hall number and the coram indicating the names of the President, Judicial Member and Technical Member constituting the Bench.

(3) Against the number of each case listed in the daily cause list, the following shall be shown, namely;-

- (a) names of the legal practitioners appearing for both sides and setting out in brackets the rank of the parties whom they represent;
- (b) names of the parties, if unrepresented, with their ranks in brackets.

(4) The objections and special directions, if any, of the Registry shall be briefly indicated in the daily cause list in remarks column, whenever compliance is required.

90. Carry forward of cause list and adjournment of cases on account of non-sitting of a Bench.- (1) If by reason of declaration of holiday or for any other unforeseen reason, the Bench does not function for the day, the daily cause list for that day shall, unless otherwise directed, be treated as the daily cause list for the next working day in addition to the cases already posted for that day.

(2) When the sitting of a particular Bench is cancelled for the reason of inability of a Member of the Bench, the Registrar shall, unless otherwise directed, adjourn the cases posted before that Bench to a convenient date and the adjournment or posting or directions shall be notified on the notice board of the Registry.

PART X
RECORD OF PROCEEDINGS

91. Diaries.- (1) Diaries shall be kept by the clerk-in-charge in such form as may be specified in each appeal or petition or application and they shall be written legibly.

(2) The diary in the main file shall contain a concise history of the appeal or petition or application, the substance of the order passed thereon and in execution proceedings, it shall contain a complete record of all proceedings in execution of order or direction or rule and shall be checked by the Deputy Registrar and initialed once in a fortnight.

92. Order sheet.- (1) The Court Master of the Bench shall maintain order sheet in every proceedings and shall contain all orders passed by the Tribunal from time to time .

(2) All orders passed by the Tribunal shall be in English and the same shall be signed by the Members of the Tribunal constituting the Bench:

Provided that the routine orders, such as call for of the records, put up with records, adjourned and any other order as may be directed by the Member of the Tribunal shall be signed by the Court Master of the Bench.

(3) The order sheet shall also contain the reference number of the appeal or petition or application, date of order and all incidental details including short cause title thereof.

93. Maintenance of court diary.- (1) The Court Master of the Bench shall maintain legibly a Court Diary, wherein he shall record the proceedings of the court for each sitting with respect to the applications or petitions or appeals listed in the daily cause list.

(2) The matters to be recorded in the court Diary shall include details as to whether the case is adjourned, or part-heard or heard and disposed of or heard and orders reserved, as the case may be, along with dates of next sitting wherever applicable.

94. Statutes or citations for reference.- The parties or legal practitioners shall, before the commencement of the proceedings for the day, furnish to the Court Master a list of law journals, reports, statutes and other citations, which may be needed for reference or photocopy of full text thereof.

95. Calling of cases in court.- Subject to the orders of the Bench, the Court Master shall call the cases listed in the cause list in the serial order.

96. Regulation of court work.- (1) When the Tribunal is holding a sitting, the Deputy Registrar shall ensure –

- (a) that no inconvenience or wastage of time is caused to the Bench in making available the services of Court Master or stenographer or peon or attender;
- (b) the Court Master shall ensure that perfect silence is maintained in and around the Court Hall and no disturbance whatsoever is caused to the functioning of the Bench and that proper care is taken to maintain dignity and decorum of the court.

(2) When the Bench passes order or issues directions, the Court Master shall ensure that the records of the case along with proceedings or orders of the Bench are transmitted immediately to the Registry and the Registry shall verify the case records received from the Court Master with reference to the cause list and take immediate steps to communicate the directions or orders of the Bench.

PART XI

MAINTENANCE OF REGISTERS

97. Registers to be maintained.- The following Registers shall be maintained and posted on a day to day basis by the Registry of the Tribunal by such ministerial officer or officers as the Registrar may, subject to any order of the President, direct –

- (a) register of petitions;
- (b) register of unnumbered petitions or appeals;
- (c) register of caveats lodged; and
- (d) register of interlocutory applications;

98. Arrangement of records in pending matters.- The record of appeal or petition shall be divided into the following four parts and shall be collated and maintained –

- (a) main file : (Petition being kept separately);
- (b) miscellaneous application file;
- (c) process file; and
- (d) execution file

99. Contents of main file.- The main file shall be kept in the following order and it shall be maintained as permanent record till ordered to be destroyed under the rules –

- (a) index;
- (b) order sheet;
- (c) final order or judgment;
- (d) memo of appeal or petition, as the case may be, together with any schedule annexed thereto;
- (e) counter or reply or objection, if any;
- (f) (i) oral evidence or proof of affidavit;
(ii) evidence taken on commission; and
(iii) documentary evidence;
- (g) written arguments.

100. Contents of process file.- The process file shall contain the following items; namely –

- (a) index;
- (b) power of attorney or vakalatnama;
- (c) summons and other processes and affidavits relating thereof;
- (d) applications for summoning witness;
- (e) letters calling records; and
- (f) all other miscellaneous papers such as postal acknowledgements.

101. Execution file.- The execution file shall contain the following items, namely-

- (a) index;
- (b) the order sheet;
- (c) the execution application;
- (d) all processes and other papers connected with such execution proceedings;
- (e) transmission of order to civil court, if ordered; and
- (f) result of execution;

102. File for miscellaneous applications.- For all miscellaneous applications there may be only one file with a title page prefixed to it and immediately after the title page, the diary, the miscellaneous applications, supporting affidavit, the order sheet and all other documents shall be filed.

103. Preservation of Record.- (1) All necessary documents and records relating to petitions or applications dealt with by the Tribunal shall be stored or maintained as provided in these rules and other physical records kept in a record room shall be preserved for a period of five years after the passing of the final order.

(2) Notwithstanding anything contained in sub-rule (1) the record of the petitions or applications dealt with by the Tribunal including the orders and

directions passed by the Tribunal, shall be maintained by the Registry of the Tribunal for a period of fifteen years after the passing of the final order.

104. Retention, Preservation and Destruction of Records.- (1) The Record Keeper or any other officer so designated shall be responsible for the records consigned to the Record Room. He shall scrutinize the records received by him within three days and prepare an index.

(2) On the expiry of the period for preservation of the records specified under rule 103, the Registrar shall weed out the record.

PART XII

Service of Process / Appearance Of Respondents And Objections

105. Issue of notice.- (1) Where notice of an appeal or petition for caveat or interlocutory application is issued by the Tribunal, copies of the same, the affidavit in support thereof and if so ordered by the Tribunal, the copy of other documents filed therewith, if any, shall be served along with the notice on the other side.

(2) The aforesaid copies shall show the date of presentation of the appeal or petition for caveat or interlocutory application and the name of the authorised representative, if any, of such party with his full address for service and the interim order, if any, made thereon.

(3) The Tribunal may order for issuing notice in appropriate cases and also permit the party concerned for service of the said notice on the other side by *Dasti* and in such case, deliver the notice to such party and it is for such party to file affidavit of service with proof.

(4) Acknowledgement under sub-rule (3) shall be filed by the party with the Registry before the date fixed for return of notice.

106. Summons.- Whenever summons or notice is ordered by private service, the appellant or applicant or petitioner, as the case may be, unless already served on the other side in advance, shall arrange to serve the copy of all appeals or petition or application by registered post or courier service and file affidavit of service with its proof of acknowledgement before the date fixed for hearing.

107. Steps for issue of fresh notice.- (1) If any notice issued under rule 105 is returned unserved, that fact and the reason thereof shall be notified immediately on the notice board of the Registry.

(2) The applicant or petitioner or his authorised representative shall within seven days from the date of the notification, take steps to serve the notice afresh.

108. Consequence of failure to take steps for issue of fresh notice.-

Where, after a summon has been issued to the other side, and returned unserved, and the applicant or petitioner or appellant, as the case may be, fails to take necessary steps within a period as ordered by the Tribunal from the date of return of the notice on the respondent, the Registrar shall post the case before the Bench for further directions or for dismissal for non-prosecution.

109. Entries regarding service of notice or process.- The judicial branch of the Registry shall record in the column in the order sheet 'Notes of the Registry', the details regarding completion of service of notice on the respondents, such as date of issue of notice, date of service, date of return of notice, if unserved, steps taken for issuing fresh notice and date of completion of services, etc.

110. Default of appearance of respondent and consequences.- Where the respondent, despite effective service of summons or notice on him does not appear before the date fixed for hearing, the Tribunal may proceed to hear the appeal or application or petition *ex-parte* and pass final order on merits:

Provided that it is open to the Tribunal to seek the assistance of any counsel as it deems fit in case the matter involves intricate and substantial questions of law having wide ramifications.

111. Filing of objections by respondent, form and consequences.- (1) The respondent, if so directed, shall file objections or counter within the time allowed by the Tribunal.

(2) The objections or counter shall be verified as an appeal or petition and wherever new facts are sought to be introduced with the leave of the Tribunal for the first time, the same shall be affirmed by a supporting affidavit.

(3) The respondent, if permitted to file objections or counter in any proceeding shall also file three copies thereof after serving copies of the same on the appellant or petitioner or their Counsel on record or authorised representative, as the case may be.

PART XIII

Fee on Petition or Appeal, Process Fee And Award Of Costs

112. Fees.- (1) In respect of the several matters mentioned in the Annexures, there shall be paid fees as prescribed in the Schedule of Fees appended to these rules;

Provided that no fee shall be payable or shall be liable to be collected on a petition or application filed or reference made by the Registrar of Companies, Regional Director or by any officer on behalf of the Central Government.

(2) In respect of every interlocutory application, there shall be paid fees as prescribed in Schedule of Fees of these rules:

Provided that no fee shall be payable or shall be liable to be collected on an application filed by the Registrar of Companies, Regional Director or by an officer on behalf of the Central Government.

(3) In respect of a petition or appeal or application filed or references made before the Principal Bench or the Bench of the Tribunal, fees referred to in this Part shall be paid by means of a bank draft drawn in favour of the Pay and Accounts Officer, Ministry of Corporate Affairs, New Delhi/Kolkata/Chennai /Mumbai, as the case may be or as decided by the President.

113. Award of costs in the proceedings.- (1) Whenever the Tribunal deems fit, it may award cost for meeting the legal expenses of the respondent of defaulting party.

(2) The Tribunal may in suitable cases direct appellant or respondent to bear the cost of litigation of the other side, and in case of abuse of process of court, impose exemplary costs on defaulting party.

PART XIV

INSPECTION OF RECORD

114. Inspection of the records.- (1) The parties to any case or their authorised representative may be allowed to inspect the record of the case by making an application in writing to the Registrar and by paying the fee prescribed thereof.

(2) Subject to such terms and conditions as may be directed by the President by a general or special order, a person who is not a party to the proceeding, may also be allowed to inspect the proceedings after obtaining the permission of the Registrar in writing.

115. Grant of inspection.- Inspection of records of a pending or decided case before the Tribunal shall be allowed only on the order of the Registrar.

116. Application for grant of inspection.- (1) Application for inspection of record under sub- rule (1) and (2) of rule 114, shall be presented at Registry

between 10.30 AM and 3.00 PM on any working day and two days before the date on which inspection is sought, unless otherwise permitted by the Registrar.

(2) The Registry shall submit the application with its remarks before the Registrar, who shall, on consideration of the same, pass appropriate orders.

(3) Inspection of records of a pending case shall not ordinarily be permitted on the date fixed for hearing of the case or on the preceding day.

117. Mode of inspection.- (1) On grant of permission for inspection of the records, the Deputy Registrar shall arrange to procure the records of the case and allow inspection of such records on the date and time fixed by the Registrar between 10.30 AM and 12.30 PM and between 2.30 PM and 4.30 PM in the immediate presence of an officer authorised in that behalf by the Registrar.

(2) The person inspecting the records shall not in any manner cause dislocation, mutilation, tampering or damage to the records in the course of inspection.

(3) The person inspecting the records shall not make any marking on any record or paper so inspected and taking notes, if any, of the documents or records inspected may be done only in pencil.

(4) The person supervising the inspection, may at any time prohibit further inspection, if in his opinion, any of the records are likely to be damaged in the process of inspection or the person inspecting the records has violated or attempted to violate the provisions of these rules and shall immediately make a report about the matter to the Registrar and seek further orders from the Registrar and such notes shall be made in the Inspection Register.

118. Maintenance of register of inspection.- The Deputy Registrar shall cause to maintain a Register for the purpose of inspection of documents or records and shall obtain therein the signature of the person making such inspection on the Register as well as on the application on the conclusion of inspection.

PART XV

Appearance of authorised representative

119. Appearance of authorised representative.- Subject to as hereinafter provided, no legal practitioner or authorised representative shall be entitled to appear and act, in any proceeding before the Tribunal unless he files into Tribunal vakalatnama or Memorandum of Appearance as the case may, duly executed by or on behalf of the party for whom he appears.

120. Consent for engaging another legal practitioner.-: A legal practitioner proposing to file a Vakalatnama or Memorandum of Appearance as the case may be, in any pending case or proceeding before the Tribunal in which there is already a legal practitioner or authorised representative on record, shall do so only with the written consent of the legal practitioner or the authorised representative on record or when such consent is refused, with the permission of the Tribunal after revocation of Vakalatnama or Memorandum of Appearance as the case may be, on an application filed in this behalf, which shall receive consideration only after service of such application on the counsel already on record.

121. Restrictions on appearance.- A legal practitioner or the authorised representative as the case may be, who has tendered advice in connection with the institution of any case or other proceeding before the Tribunal or has drawn pleadings in connection with any such matter or has during the progress of any such matter acted for a party, shall not, appear in such case or proceeding or other matter arising therefrom or in any matter connected therewith for any person whose interest is opposed to that of his former client, except with the prior permission of the Tribunal.

122. Restriction on party's right to be heard.- The party who has engaged a legal practitioner or authorised representative to appear for him before the Tribunal may be restricted by the Tribunal in making presentation before it.

123. Empanelment of special authorised representatives by the Tribunal.- (1) The Tribunal may draw up a panel of authorised representatives or valuers or such other experts as may be required by the Tribunal to assist in proceedings before the Tribunal.

(2) The President may call upon any of the persons from panel under sub-rule (1) for assistance in the proceedings before the Bench, if so required.

(3) The remuneration payable and other allowances and compensation admissible to such persons shall be specified in consultation with the Tribunal.

124. Professional dress for the authorised representatives.- While appearing before the Tribunal, the authorised representatives shall wear the same professional dress as prescribed in their Code of Conduct.

PART XVI

AFFIDAVITS

125. Title of affidavits.- Every affidavit shall be titled as 'Before the National Company Law Tribunal.' followed by the cause title of the appeal or application or other proceeding in which the affidavit is sought to be used.

126. Form and contents of the affidavit.- The affidavit shall conform to the requirements of order XIX, rule 3 of Civil Procedure Code, 1908 (5 of 1908).

127. Persons authorised to attest.- Affidavits shall be sworn or affirmed before an advocate or notary, who shall affix his official seal.

128. Affidavits of illiterate, visually challenged persons.- Where an affidavit is sworn or affirmed by any person who appears to be illiterate, visually challenged or unacquainted with the language in which the affidavit is written, the attester shall certify that the affidavit was read, explained or translated by him or in his presence to the deponent and that he seemed to understand it, and made his signature or mark in the presence of the attester in **Form NCLT-14**.

129. Identification of deponent.- If the deponent is not known to the attester, his identity shall be testified by a person known to him and the person identifying shall affix his signature in token thereof.

130. Annexures to the affidavit.- (1) Document accompanying an affidavit shall be referred to therein as Annexure number and the attester shall make the endorsement thereon that this is the document marked putting the Annexure number in the affidavit.

(2) The attester shall sign therein and shall mention the name and his designation.

PART XVII

DISCOVERY, PRODUCTION AND RETURN OF DOCUMENTS

131. Application for production of documents, form of summons.-(1) Except otherwise provided hereunder, discovery or production and return of documents shall be regulated by the provisions of the Code of Civil Procedure, 1908 (5 of 1908).

(2) An application for summons to produce documents shall be on plain paper setting out the document the production of which is sought, the relevancy of the document and in case where the production of a certified copy would serve the purpose, whether application was made to the proper officer and the result thereof.

(3) A summons for production of documents in the custody of a public officer other than a court shall be in **Form NCLT-15** and shall be addressed to the concerned Head of the Department or such other authority as may be specified by the Tribunal.

132. *Suo motu* summoning of documents.- Notwithstanding anything contained in these rules, the Tribunal may, *suo motu*, issue summons for production of public document or other documents in the custody of a public officer.

133. Marking of documents.- (1) The documents when produced shall be marked as follows :

- (a) If relied upon by the appellant's or petitioner's side, they shall be numbered as 'A' series.
- (b) If relied upon by the respondent's side, they shall be marked as 'B' series.
- (c) The Tribunal exhibits shall be marked as 'C' series.

(2) The Tribunal may direct the applicant to deposit with the Tribunal by way of Demand Draft or Indian Postal Order drawn in favour of the Pay and Accounts Officer, Ministry of Corporate Affairs, New Delhi, a sum sufficient to defray the expenses for transmission of the records before the summons is issued.

134. Return and transmission of documents.- (1) An application for return of the documents produced shall be numbered and no such application shall be entertained after the destruction of the records.

(2) The Tribunal may, at any time, direct return of documents produced subject to such conditions as it deems fit.

PART XVIII

EXAMINATION OF WITNESSES AND ISSUE OF COMMISSIONS

135. Procedure for examination of witnesses, issue of Commissions.- The provisions of the Orders XVI and XXVI of the Code of Civil Procedure, 1908 (5 of 1908), shall *mutatis mutandis* apply in the matter of summoning and enforcing attendance of any person and examining him on oath and issuing commission for the examination of witnesses or for production of documents.

136. Examination in camera.- The Tribunal may in its discretion examine any witness in camera.

137. Form of oath or affirmation to witness.- Oath shall be administered to a witness in the following form :

“ I do swear in the name of God/ solemnly affirm that what I shall state shall be truth, the whole truth and nothing but the truth”.

138. Form of oath or affirmation to interpreter.- Oath or solemn affirmation shall be administered to the interpreter in the following form before the Bench Officer or the Court Officer as the case may be, as taken for examining a witness:

“I do swear in the name of God/ solemnly affirm that I will faithfully and truly interpret and explain all questions put to and evidence given by witness and translate correctly and accurately all documents given to me for translation.”

139. Officer to administer oath.- The oath or affirmation shall be administered by the Court Master.

140. Form recording of deposition.- (1) The Deposition of a witness shall be recorded in **Form NCLT-16**.

(2) Each page of the deposition shall be initialed by the Members constituting the Bench.

(3) Corrections, if any, pointed out by the witness may, if the Bench is satisfied, be carried out and duly initialled. If not satisfied, a note to the effect be appended at the bottom of the deposition.

141. Numbering of witnesses.- The witnesses called by the applicant or petitioner shall be numbered consecutively as PWs and those by the respondents as RWs.

142. Grant of discharge certificate.- Witness discharged by the Tribunal may be granted a certificate in **Form NCLT-17** by the Registrar.

143. Witness allowance payable.- (1) Where the Tribunal issues summons to a Government servant to give evidence or to produce documents, the person so summoned may draw from the Government travelling and daily allowances admissible to him as per rules.

(2) Where there is no provision for payment of Travelling Allowances and Daily Allowance by the employer to the person summoned to give evidence or to produce documents, he shall be entitled to be paid as allowance, (a sum in the opinion of the Registrar sufficient to defray the travelling and other expenses), having regard to the status and position of the witness.

(3) The party applying for the summons shall deposit with the Registrar the amount of allowance as estimated by the Registrar well before the summons is issued.

(4) If the witness is summoned as a court witness, the amount estimated by the Registrar shall be paid as per the directions of the Tribunal.

(5) The aforesaid provisions would govern the payment of batta to the interpreter as well.

144. Records to be furnished to the Commissioner.- (1) The Commissioner shall be furnished by the Tribunal with such of the records of the case as the Tribunal considers necessary for executing the Commission.

(2) Original documents shall be furnished only if a copy does not serve the purpose or cannot be obtained without unreasonable expense or delay and delivery and return of records shall be made under proper acknowledgement.

145. Taking of specimen handwriting, signature etc. -The Commissioner may, if necessary, take specimen of the handwriting, signature or fingerprint of any witness examined before him.

PART XIX

DISPOSAL OF CASES AND PRONOUNCEMENT OF ORDERS

146. Disposal of Cases.- On receipt of an application, petition, appeal etc, the Tribunal, after giving the parties a reasonable opportunity of being heard, pass such orders thereon as it thinks fit:

Provided that the Tribunal, after considering an appeal, may summarily dismiss the same, for reasons to be recorded, if the Tribunal is of opinion that there are no sufficient grounds for proceedings therewith.

147. Operative portion of the order.- All orders or directions of the Bench shall be stated in clear and precise terms in the last paragraph of the order.

148. Corrections.- Every Member of the Bench who has prepared the order shall initial all corrections and affix his initials at the bottom of each page.

149. Power to impose Costs.- The Tribunal may, in its discretion, pass such order in respect of imposing costs on the defaulting party as it may deem fit.

150. Pronouncement of Order.- (1) The Tribunal, after hearing the applicant and respondent, shall make and pronounce an order either at once or, as soon as thereafter as may be practicable but not later than thirty days from the final hearing.

(2) Every order of the Tribunal shall be in writing and shall be signed and dated by the President or Member or Members constituting the Bench which heard the case and pronounced the order.

(3) A certified copy of every order passed by the Tribunal shall be given to the parties.

(4) The Tribunal, may transmit order made by it to any court for enforcement, on application made by either of the parties to the order or *suo motu*.

(5) Every order or judgment or notice shall bear the seal of the Tribunal.

151. Pronouncement of order by any one member of the Bench.-(1) Any Member of the Bench may pronounce the order for and on behalf of the Bench.

(2) When an order is pronounced under this rule, the Court Master shall make a note in the order sheet, that the order of the Bench consisting of President and Members was pronounced in open court on behalf of the Bench.

152. Authorising any member to pronounce order (1) If the Members of the Bench who heard the case are not readily available or have ceased to be Members of the Tribunal, the President may authorise any other Member to pronounce the order on his behalf after being satisfied that the order has been duly prepared and signed by all the Members who heard the case.

(2) The order pronounced by the Member so authorised shall be deemed to be duly pronounced.

(3) The Member so authorised for pronouncement of the order shall affix his signature in the order sheet of the case stating that he has pronounced the order as provided in this rule.

(3) If the order cannot be signed by reason of death, retirement or resignation or for any other reason by any one of the Members of the Bench who heard the case, it shall be deemed to have been released from part-heard and listed afresh for hearing.

153. Enlargement of time.- Where any period is fixed by or under these rules, or granted by Tribunal for the doing of any act, or filing of any document or representation, the Tribunal may, in its discretion from time to time in the interest of justice and for reasons to be recorded, enlarge such period, even

though the period fixed by or under these rules or granted by the Tribunal may have expired.

154. Rectification of Order.- (1) Any clerical or arithmetical mistakes in any order of the Tribunal or error therein arising from any accidental slip or omission may, at any time, be corrected by the Tribunal on its own motion or on application of any party by way of rectification.

(2) An application under sub-Rule (1) may be made in **Form No. NCLT. 9** within two years from the date of the final order for rectification of the final order not being an interlocutory order.

155. General power to amend.- The Tribunal may, within a period of thirty days from the date of completion of pleadings, and on such terms as to costs or otherwise, as it may think fit, amend any defect or error in any proceeding before it; and all necessary amendments shall be made for the purpose of determining the real question or issue raised by or depending on such proceeding.

156. Making of entries by Court Master.- Immediately on pronouncement of an order by the Bench, the Court Master shall make necessary endorsement on the case file regarding the date of such pronouncement, the nature of disposal and the constitution of the Bench pronouncing the order and he shall also make necessary entries in the court diary maintained by him.

157. Transmission of order by the Court Master.- (1) The Court Master shall immediately on pronouncement of order, transmit the order with the case file to the Deputy Registrar.

(2) On receipt of the order from the Court Master, the Deputy Registrar shall after due scrutiny, satisfy himself that the provisions of these rules have been duly complied with and in token thereof affix his initials with date on the outer cover of the order.

(3) The Deputy Registrar shall thereafter cause to transmit the case file and the order to the Registry for taking steps to prepare copies and their communication to the parties.

158. Format of order.- (1) All orders shall be neatly and fairly typewritten in double space on one side only on durable foolscap folio paper of metric A-4 size (30.5 cm long and 21.5 cm wide) with left side margin of 5 cm and right side margin of 2.5 cm. Corrections, if any, in the order shall be carried out neatly and sufficient space may be left both at the bottom and at the top of each page of the order to make its appearance elegant.

(2) Members constituting the Bench shall affix their signatures in the order of their seniority from right to left.

159. Indexing of case files after disposal.- After communication of the order to the parties or legal practitioners, the official concerned shall arrange the records with pagination and prepare in the Index Sheet in Form no. to be prescribed by the Tribunal. He shall affix initials and then transmit the records with the Index initials to the records room.

160. Transmission of files or records or orders.- Transmission of files or records of the cases or orders shall be made only after obtaining acknowledgement in the movement register maintained at different sections or levels as per the directions of the Registrar.

161. Filing of Order of the Tribunal with the Registrar of Companies.- The certified copy of the order passed by the Tribunal shall be filed by the company in form INC-28 alongwith fee of Rupees five hundred with the Registrar of Companies within the time specified in the Act or specified by the Tribunal. Where no time limit is prescribed by the Tribunal, such order shall be filed within thirty days from the date of receipt of certified copy of the order.

162. Copies of orders in library.- (1) The officer in charge of the Registry shall send copies of every final order to the library of the Tribunal.

(2) Copies of all orders received in each month shall be kept at the library in a separate folder, arranged in the order of date of pronouncement, duly indexed and stitched.

(3) At the end of every year, a consolidated index shall also be prepared and kept in a separate file in the library.

(4) The order folders and the indices may be made available for reference in the library to the legal practitioners.

PART XX

National Company Law Tribunal Orders

163. Register of Appeals, Petitions, etc.- (1) A Register in **Form NCLT-18** shall be maintained in regard to appeals, petitions, etc., against the orders of the Tribunal to the National Company Law Appellate Tribunal and necessary entries therein be promptly made by the judicial branch.

(2) The register shall be placed for scrutiny by the President in the first week of every month.

164. Placing of National Company Law Appellate Tribunal orders before Tribunal.- Whenever an interim or final order passed by the National Company Law Appellate Tribunal in an appeal or other proceeding preferred against a decision of the Tribunal is received, the same shall forthwith be placed before the President and Members for information and kept in the relevant case file and immediate attention of the Registrar shall be drawn to the directions requiring compliance.

165. Registrar to ensure compliance of National Company Law Appellate Tribunal orders.- It shall be the duty of the Registrar to take expeditious steps to comply with the directions of the National Company Law Appellate Tribunal.

<u>SCHEDULE OF FEES</u>			
S.No.	Section of the Companies Act, 2013	Nature of application / petition	Fees
1.	Sec. 2 (41)	Application for change in financial year	5,000/-
2.	Sec. 7 (7)	Application to Tribunal where company has been incorporated by furnishing false or incorrect info or by any fraudulent action.	5,000/-
3.	Sec. 14 (1)	Conversion of public company into a private company.	5,000/-
4.	Sec. 55 (3)	Application for issue further redeemable preference shares.	5,000/-
5.	Sec. 58 (3)	Appeal against refusal of registration of shares.	1,000/-
6.	Sec. 59	Appeal for rectification of register of member.	1,000/-
7.	Sec. 62 (4)	Appeal against order of Govt. fixing terms and conditions for conversion of debentures and shares.	5,000/-
8.	Sec. 71 (9)	Petition by Debenture-trustees.	2,000/-
9.	Sec. 71 (10)	Application in the event of failure of redeeming of debentures.	1,000/-
10.	Sec. 73 (4)	Application by deposition for repayment of deposit or interest.	500/-
11.	Sec. 74 (2)	Application to allow further time as considered reasonable to the company to repay deposits.	5,000/-
12.	Sec. 97 (1)	Application for calling of Annual General meeting.	1,000/-
13.	Sec. 98 (1)	Application for calling of general meeting of company other than annual general meeting	1,000/-
14.	Sec. 119 (4)	Petition to pass an order directing immediate inspection of minute's books or directing a copy thereof be sent forthwith to person requiring it.	500/-
15.	Sec. 130 (1)	Application for re-opening of books of account, if made by any person other than Central Government, Income Tax authorities, SEBI or any	5,000/-

		other statutory regulatory body or authority.	
16.	Sec. 131 (1)	Application by company for voluntary revision of financial statement on Board's report.	5,000/-
17.	Sec. 140 (4)	Application for not sending the copy of representation of auditor to the members.	1,000/-
18.	Sec. 140 (5)	Application by any other person concerned for change of auditors.	2,000/-
19.	Sec. 169 (4)	Application for not sending copies of representation	1,000/-
20.	Sec. 213	Application to Tribunal for investigation into company affairs.	5,000/-
21.	Sec. 218 (1)	Application for approval for action proposed against employee.	1,000/-
22.	Sec. 222 (1)	Application for imposition of restrictions on securities.	2,500/-
23.	Sec. 241 (1)	Application in cases of oppression and mismanagement.	10,000/-
24.	Sec. 242 (4)	Application for regulating the conduct of company.	2,500/-
25.	Sec. 243 (1) (b)	Application for appointment as Managing Director	5,000/-
26.	Sec. 244 (1)	Application for waiver of requirement specified in clause (a) or (b) of Sec. 244 (1)	2,500/-
27.	Sec 245	Class action suits	5000/-
28.	Sec. 441	Application for compounding of certain offences.	1,000/-
29.	Section 421	Appeals to NCLAT	5,000/-
30.	Application under any other provisions specifically not mentioned herein above		1,000/-
31.	Fee for obtaining certified true copy of final order passed to parties other than the concerned parties under Rule 50		5/- per page.

ANNEXURE – A
(See rule 4)

FORM NO. NCLT. 1

[see rules 34, 64, 66, 67, 68, 69, 70, 71, 73, 74, 75, 77, 78, 79, 80, 81, 83, 86 and 87]

[HEADING AS IN FORM NCLT. 4]

Columns required for filing of Original Application / Reply / Rejoinder / Interlocutory Application or filing of additional documents under directions of the Bench

i. Details of Original Application / Reply / Rejoinder / Interlocutory Application

Particulars of the Petitioner / Applicant / Respondent and state whether company, whether petitioner or not.

(Name, description, father's / husband's name, occupation, capacity, i.e. qua shareholder, qua depositor and address)

ii. Jurisdiction of the Bench:

The petitioner declares that the subject-matter of the petition is within the jurisdiction of the Bench.

iii. Limitation: (If applicable)

The petitioner / applicant further declares that the petition is within the limitation laid down in section Of the Companies Act, 2013 (where applicable)

iv. Facts of the case are given below:

(Give here a concise statement of facts in a chronological order, each paragraph containing as nearly as possible a separate issue, fact or otherwise.)

v. Relief(s) sought.

In view of the facts mentioned above, the petitioner/applicant / respondent prays for the following relief(s):

(Specify below the relief(s) sought explaining the ground for relief(s) and the legal provisions (if any) relied upon)

vi. Particulars of Bank draft evidencing payment of fee for the petition or application made:

Branch of the Bank on which drawn:

Name of the issuing branch:

Demand Draft No.....

Date.....

Amount Rs.....

(Signature/Signature of Authorised signatory)

Date:

Place:

FORM NO. NCLT. 2

[See rule 34]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

_____ **BENCH :** _____

NOTICE OF ADMISSION

Date: _____

From: _____ (Insert name of party filing the Admission)

To : The Registrar,
NCLT (_____ Bench).

...Applicant.

- Vs-

...Respondent.

The Party named above requests that the Tribunal grant the following relief:

(Insert the relief or order sought)

In terms of _____
(Insert the section of the Act, or the Rules/Regulation, that provides for the order or relief sought)

For the following reasons:

(Insert a concise statement of the circumstances, and the particulars of the request)

In support of this Application, the applicant has attached an affidavit setting out the facts on which the Applicant relies.

Name and Title of person signing on behalf of Applicant:

Authorised Signature and Address:

Tel No.

Fax No.

e-mail:

This form is prescribed under Rule ____ under NCLT Rules, 2016.

For rehabilitation :

Rehab. Petition No.

**For Transferred
(CLB/BIFR/AIFR/HHC) No.**

Transfer

Petition

**Matters from the :
CLB/BIFR/AIFR/HHC**

(CP.No.OR.....)

For Other matters :

Company Petition No.

FORM NO. NCLT. 3

[See rule 34]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH AT: _____

NOTICE OF MOTION

Date: _____

From: _____ (Insert name of party filing the Motion)

To : The National Company Law Tribunal

Concerning:

(Name and file number of matter being considered by the National Company Law Tribunal)

Name: _____

File No: _____

The Party named above requests that the Tribunal grant the following relief:

(Insert the relief or order sought)

In _____ terms _____ of

(Insert the section of the Act, or the Rules/Regulation, that provides for the order or relief sought)

For the following reasons:

(Insert a concise statement of the circumstances, and the particulars of the request)

In support of this Application, the applicant has attached an affidavit setting out the facts on which the Applicant relies.

Name and Title of person signing on behalf of Applicant:

Authorised Signature and Address:

Tel No.
Fax No.
e-mail:

This form is prescribed under Rule 4 under NCLT Rules, 2016.

For rehabilitation :

Rehab. Petition No.

**For Transferred
(CLB/BIFR/AIFR/HC) No.
Matters from the :
CLB/BIFR/AIFR/HHC**

Transfer **Petition**
(CP.No. OR.....)

For Other matters :

Company Petition No.

FORM NO. NCLT. 3A

Advertisement detailing petition

[see rule 35]

Company Petition/Application/Reference No of ...

Notice of petition

A petition/application/reference under section
of the Companies Act, 2013, for was presented by
..... on the day of 20 ... , and the
said petition is fixed for hearing beforebench of National Company Law
Tribunal on 20 ... Any person desirous of supporting or opposing the said
petition/application/reference should send to the petitioner's advocate, notice
of his intention, signed by him or his advocate, with his name and address,
so as to reach the petitioner's advocate not later than 'two days before the
date fixed for the hearing of the petition/application/reference. Where he
seeks to oppose the petition/application/reference, the grounds of opposition
or a copy of his affidavit shall be furnished with such notice. A copy of the
petition/application/reference will be furnished by the undersigned to any
person requiring the same on payment of the prescribed charges for the same.

Dated

(Sd)

(Name)

(Advocate for petitioner)

Address:

FORM NO. NCLT. 3B

Individual Notice of petition/ application to creditors, members, etc.

[see rule 68]

To

.....
.....

(sub: Notice of petition/ application filed under section..... of Companies
Act, 2013)

Take notice that a petition/ application under section of the
Companies Act, 2013 dated..... was presented by..... (name of the
company) before Bench, National Company Law Tribunal, for
..... (state the purpose of the petition).

The said petition/ application has been accepted and is fixed for hearing before
the Bench on

If you desire to support or oppose the petition at the hearing, you should give
notice thereof in writing to the undersigned so as to reach him/ it not later
than days before the date fixed for the hearing of the petition, and appear
at the hearing in person or by your authorised representative.

Where such person seeks to oppose the petition/ application, the grounds of
opposition or a copy of the affidavit shall be furnished with such notice.

A copy of the petition/ application will be furnished by the undersigned to any
person requiring the same on payment of the prescribed charges for the same.

Signature:

Name of the petitioner/ applicant
(& his authorised representative, if any)

Date:

Place:

FORM NO.NCLT. 4

[See rule 34]

General Heading for Proceedings

Before the National Company Law Tribunal,

Bench, at _____

In the matter of the Companies Act, 2013

And

In the matter of Ltd: (Give the name of the Company)

*Notes: (1) Where the company is being wound-up, the words 'in liquidation' should be inserted in brackets after the name of the company.

(2) If the application or petition or appeal is under relevant Act which should be set out in the cause title along with the Companies Act, 2013.

FORM NO. NCLT. 5

[See rule 34 and 37]

[HEADING AS IN FORM NCLT.4]

Company Application No
of 20 ...

'in Company Petition No
of 20

*I.A. No. of 20.....

Name and Description..

.....
..... Applicant(s).

versus

.....
..... Respondents].

Notice

[Under :]

Let all parties concerned attend the sitting Member (s) in Tribunal Room No.____
or Chamber of Honourable Mr/Mrs/Ms _____ on (day), the
..... day of 20____, at.
o'clock in the noon on the hearing of an application by the
applicant(s) above-named, for an order that:

(Here set out the relief sought)

Dated this day 01 20 ...Registrar/ Authorised Representative or the
Applicants s) .

This Notice was taken out by Shri... Authorised Representative for the
applicant(s) and will be supported by the affidavit(s) of... ..

To Respondent(s)/ Opposite Party

[Here insert the section of the Act or other provision of law under which the
application is made.]

*Omit if not applicable

**FORM NO. NCLT. 6
(GENERAL)**

[See rule 34]
[HEADING AS IN FORM NCLT. 4]

Company Petition No of 20....

General Affidavit Verifying Petition

I,, son of... .., aged residing at... , do solemnly affirm and say as follows:-

1. I am a director/secretary/ /of... Ltd., the petitioner in the above matter [' and am duly authorised by the said petitioner to make this affidavit on its behalf.]

Note: This paragraph is to be included in cases where the petitioner is the Company.

2. The statements made in paragraphsof the petition herein now shown to me are true to my knowledge, and the statements made in paragraphs are based on information, and I believe them to be true.

Solemnly affirmed, etc.
sd/-

VERIFICATION

Note: 1.To be included when the affidavit is sworn to by any person other than a director, agent or secretary or other officer of the company.

****Note:- 2. This form can be used for any other general application moved before the Tribunal with such alteration or modification in the title and the content.**

FORM NO. NCLT. 7

[See rule 39]

[HEADING AS IN FORM NCLT. 4]

Company Petition No of 20 .

Affidavit by way evidence

I, A.B., son of... .., aged residing at... , do solemnly affirm and say as follows:-

1. I am a director/secretary//of... Ltd., the petitioner in the above matter [' and am duly authorised by the said petitioner to make this affidavit on its behalf.]

Note: This paragraph is to be included in cases where the petitioner is the Company.

2. The statements made in deposition in forthcoming paragraphs herein now are true to my knowledge, and believe them to be true.

Solemnly affirmed, etc.

'Note: To be included when the affidavit is sworn to by any person other than a director, agent or secretary or other officer of the company.

FORM NO.NCLT 8

[See rule 56]

[HEADING AS IN FORM NCLT. 4]

Company Petition No of 20__.

Application for Execution of Order under clause (3) of section 424 of the Act with reference to a Decree (Order 21, R.11.)

I....., holder of an order passed by the National Company Law Tribunal, hereby apply for execution of the order under the

Order 21 Rule 11 of the Code of Civil Procedur e, 1908 read with clause (3) of section 424 of the Act herein below set forth: No. of Compan y Applicat ion/ Compan y Petition / Compan y Appeal/ Misc. Compan y Applicat ion	Names of Parties	Date of Order	Whether any appeal preferre d from order	Payme nt or adjust ment made, if any	Previous applicati on, if any, with date and result	Amount with interest due upon the order or other relief granted thereby together with particula rs of any cross order/de cree. Amount of costs, if any, awarded	Amoun t of costs, if any, awarde d	Against whom to be execut ed
1	2	3	4	5	6	7	8	9

___ of 20.....	A.B. - Applicant/ Petitioner/ Appellant C.D. - Respondan t	Month. ___, 20.....	No	None	Applicatio n No dated _____ 20__ Result:	₹ _____ principal interest at ___ per cent per annum, from the date of decree till payment	₹ . As awarded in Order No.____ subsequ ently Incurred	Against the defendan t C.D.
-------------------	--	------------------------	----	------	--	--	--	--------------------------------------

Mode in which the assistance of the Tribunal is required:

When attachment as sale of movable property is sought: I pray that the total amount of ₹ (together with interest on the principal sum up to date of payment) and the costs of taking out this execution, be realised by attachment and sale of defendant's movable property as per annexed list and paid to me. When attachment and sale of immovable property is sought: I pray that the total amount of ₹ (together with interest on the principal sum up to date of payment) and the costs of taking out this execution be realised by the attachment and sale of defendant's immovable property specified at the foot of this application and paid to me.

I.....declare that what is stated herein is true to the best of my knowledge and belief.

Signed, Order /decree-holder.

Dated the..... day of.....20.....

[When attachment and sale of immovable property is sought.]
Description and Specification of Property

The undivided one-third share of the judgment-debtor in a house situated in the village of, value ₹, and bounded as follows:-- East by G's house; west by H's house; south by public road; north by private lane and J's house.

I.....declare that what is stated in the above description is true to the best of my knowledge and belief, and so far as I have been able to ascertain the interest of the defendant in the property therein specified.

Signed, Order/ decree-holder.

******(Note: The similar form may also be used for transfer of order to any other Tribunal having territorial jurisdiction to entertain the order of the tribunal as a decree under Code of Civil Procedure, 1908 read with section 424 of the Act)**

FORM NO.NCLT. 9

**[see rule 72, 76, 82, 84, 88 and 154 and also General Form for all purposes
if no specific form is prescribed under these rules and Forms]**

[HEADING AS IN FORM NCLT. 4]

Company Petition No of 20

Details of Application/ Petition:

Particulars of the applicant/ petitioner/ appellant:

- i. Name of the **applicant/ petitioner/ appellant**
- ii. Address of registered office of the **applicant/ petitioner/ appellant**
- iii. Address of service of all notices
- iv. Telephone/Fax Number and e-mail address, if any

Particulars of the respondent(s):

- v. Name of the respondent(s).
- vi. Office address of the respondent(s).
- vii. Address of respondent(s) for service of all notices.
- viii. Telephone/Fax Number and e-mail address, if any.

**Application /Petition/ Appeal in the form of affidavit under Section ____ of
the Act for.....**

I, solemnly affirm and say as follows:

**1. I am the Managing Director or Chairman of the Board of Directors/a
director/..... Of the above named company, and I have been a _____ of
the company since..... 201..... [the capacity in which the deponent
swears to the affidavit should be set out.]**

**2. I have read the petition now shown to me and state that the statements
made in paragraph 1 to ____ thereof are correct and true to my knowledge.**

4. Facts of the order against which appeal or review is filed:

5. The facts of the case are given below: (give here a concise statement of
facts and other grounds in a chronological order, each paragraph containing as
neatly as possible as separate issue, fact or otherwise).

6. Jurisdiction of the Tribunal: The **applicant/ petitioner/ appellant**
declares that the matter of application/petition/ appeal falls within the
jurisdiction of the Tribunal.

7. **Limitation.-** The **applicant/ petitioner/ appellant** further declares that the application/petition/ appeal is within the limitation as prescribed in the provision of section ____ read with section 433 of the Act.

8. **Matter not pending with any other Tribunal etc. -** The **applicant/ petitioner/ appellant** further declares that the matter regarding with this **application/ petition/ appeal** has been made is not pending before any Tribunal of law or any other authority or any other Tribunal.

9. **Particulars in respect of the fee paid in terms of the Schedule of Fees of these rules.-**

1. Amount of fees
2. Name of the Bank on which Demand Draft is drawn or Online Payment is made
3. Demand draft number

10. **Details of Index.-** An index containing the details of the documents to be relied upon is enclosed.

11. **List of enclosures.-**

12. **It is therefore prayed that directions may please be given:**

1. **Relief(s) sought.-** In view of the facts mentioned in paragraph 5 above, the **applicant/ petitioner/ appellant** prays for the following relief(s) (Specify below the relief(s) sought explained the grounds for relief(s) and the legal provisions, if any, relied upon).

2. **Interim order, if prayed for.-** Pending final decision of **application/ petition/ appeal**, the **applicant/ petitioner/ appellant** prays for the following interim relief: (Give here the nature of the interim relief prayed for with reasons)

Dated thisday of 20.....

(Signature of the applicant/ petitioner/ appellant)

Solemnly affirmed before me at ____ on this (month) ... day of 20.....

(signature)

FORM NO.NCLT.10

(see rule 46)

**APPLICATION FOR THE REGISTRATION OF A INTERN OF
AUTHORISED REPRESENTATIVE UNDER THE RULES**

1. Name of Authorised Representative referred under these rules on whose behalf the intern is to be registered.

2. Particulars of the intern to be registered

- i) Full name (in capitals)
- ii) Address with contact no. and valid email address:
- iii) Father's name
- iv) Age and date of birth
- v) Place of birth
- vi) Nationality
- vii) Educational qualifications
- viii) Particulars of previous employment, if any
- ix) Proof of Identity

I,.....(intern above named), do hereby affirm that the particulars relating to me are true.

3. Whether the authorised Representative has a intern already registered on his behalf and whether the intern sought to be registered is in lieu of or in addition to the intern already registered.

4. Whether the intern sought to be registered is already registered as a intern of any other Authorised Representative and if so the name of such practitioner

I, (Authorised Representative) and Practicing as

Bearing Registration No..... on the rolls of At, having

office at (address with contact no and valid email)..... and

residing at certify that the particulars given above are true

to the best of my information and belief and that I am aware of any facts

that any unethical and immoral attitude or behavior or character of the

above intern if found would lead to cancellation of the registration of the

said (name) as a intern without any notice.

Date:

Place:

Signature of Authorised Representative

To

The Registrar of the Tribunal

.....

.....

.....

FORM NO.NCLT. 11

(See rule 73)

APPLICATION BY DEPOSITOR UNDER SECTION 73 (4) OR 76(2) OR BY COMPANY U/S 74(2) OR BY DEBENTURE HOLDER OR DEBENTURE TRUSTEE UNDER SECTION 71 (10) OF THE ACT OR SECTION 45QA OF THE RESERVE BANK OF INDIA ACT, 1934 (*delete whichever is not applicable)

[HEADING AS IN FORM NO. 4]
Company Petition No of 20

IN THE MATTER OF THE SECTION 73 (4) OR 76 (2) OR 74(2) OR SECTION 71 (10) OF THE ACT OR SECTION 45QA OF THE RESERVE BANK OF INDIA ACT, 1934

AND

IN THE MATTER OF (State the name of the Depositor or Company or Debenture Holder or Debenture Trustee-applicant)

AND

IN THE MATTER OF LIMITED (State the name of the company)

- (i) **Name** and address of the Depositor/ Debenture holder-applicant:
- (ii) Name of the company and address of its Registered Office:
- (iii) Name(s) of Depositor (s)/ company Debenture holder/ Debenture Trustee (s) with full address:
- (iv) Amount of Deposits\:
- (v) Fixed Deposit / Debenture Receipt No. & date (Photostat copy to be enclosed):
- (vi) Terms and Conditions of Deposit/ Debenture as also date of Maturity of Deposit:
- (vii) Details of payment made, by the company, if any:
- (viii) Actual amount due as on date of application (Principal/interest)
- (ix) Details of correspondence, if any, made between the company and the Depositor (copy of correspondence to be enclosed):
- (x) Any other particular (s) as may be considered relevant.

The Depositor/ Company/Debenture holder/Debenture Trustee -applicant, therefore, prays:-

- (i) that the company, above named be directed to make repayment of the aforesaid Deposit(s)/ Debenture (s) along with interest due thereon in accordance with the Terms and Conditions of the Deposit/ Debenture;

(ii) that such further orders be passed as the Tribunal deem fit in the circumstances of the case.

(Signature of the Depositor/ Company/Debenture holder/Debenture trustee-applicant

Place:

Date:

Which ever not applicable may be deleted.

FORM NO. NCLT. 12

(see rule 45)

Memorandum of appearance

To

The Registrar,
National Company Law Tribunal, Bench,

In the matter of Petitioner.

V.

.....Respondent
(C.P. NO.of 20.....)

Sir,

Please take notice that I, AB, Company Secretary in practice/ practising Chartered Accountant/ practising Cost Accountant, duly authorised to enter appearance, and do hereby enter appearance, on behalf of petitioner/ opposite party/ Registrar/ Regional Director/ Government of in the above-mentioned petition.

*A copy of the resolution passed by the Board of Directors authorising me to enter appearance and to act for every purpose connected with the proceedings for the said party is enclosed, duly signed by me for identification.

Yours sincerely,

Dated day of Address:

Enclosure: as aforesaid Tele No.:

FORM NO. NCLT-13

[see rule 87]

Public Notice of petition under Section 245.

Take notice that a class action petition under section 245 of the Companies Act, 2013 dated..... was presented by..... before Bench, National Company Law Tribunal. The lead applicant in the said petition is..... The respondents in that petition are.....

The said petition/ satisfies the admission related conditions stipulated in section 245 and has been admitted. It is fixed for hearing before the Bench on

The petition has been filed on the following grounds.....

The petition seeks the following relief.....

The members of the class for the purpose of this class action petition shall mean.....If you belong to the class in relation to which this Application has been filed, you will be bound by the outcome of this Application, unless you decide to opt-out from the proceedings by submitting the relevant form to the following address....., subject to the Tribunal's permission.

Signature:

(Registrar, National Company Law Tribunal,Bench)

Date:

Place:

FORM NCLT-14
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
[See Rule 128]

Certification when deponent is unacquainted with the language of the affidavit or is blind or illiterate.

Contents of the affidavit were truly and audibly read over/translated intolanguage known to the deponent and he seems to have understood the same and affixed his LTI/Signature/Mark.

(Signature)

Name and designation with date.

Form NCLT-15

[See Rule 131]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

New Delhi

Case No..... OF 20.....

Between

.....

Appellant/Petitioner

(By Legal Representative Shri.....)

and

.....

Respondent/s

(By Legal Representative Shri)

**Under Section 424 of the Companies Act, 2013 r/w corresponding
power
vested under C.P.C.**

Whereas the Tribunal *suo motu* or on consideration of the request made by Shri/ Smt/M/s(Appellant) having been satisfied that production of the following documents or records under your control or custody is necessary for proper decision of the above case, you are hereby directed to cause production of the said documents/records before this Tribunal /forward duly authenticated copies thereof on or before theday of.....20.....

(Enter description of documents requisitioned)

“By Order of Tribunal “

Registrar

Date :

FORM NCLT-16

[See Rule 140]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI

Petition No..... of 20.....

Deposition of PW/RW

1. Name :
2. Father's/Mother's/Husband's Name :
3. Age :
4. Occupation :
5. Place of Residence and address :
6. Name of the Officer administering the
Oath / affirmation :
7. Name of the Interpreter if any, duly
Sworn/ solemnly affirmed :

Duly sworn/ solemnly/ affirmed

Examination-in-chief: By

Date:

.....

Cross examination: By

.....

Re-examination, if any:

.....

(Signature of the witness on each page)

Statement of witness as recorded was read over/translated to the witness,
who admitted it to be correct.

Signature of the Member of the Tribunal with date

FORM NCLT-17

[See Rule 142]

CERTIFICATE OF DISCHARGE

Certified thatappeared before this Tribunal as a witness/in/ No.of 20....., on behalf of the appellant or respondent as Court witness on thisday of20..... and that he was relieved aton..... He was paid/not paid any T.A. and D.A. or allowance of Rs.....

Date :
the Registrar
(Seal of the Tribunal)

Signature of

FORM NCLT -18

[See Rule 163]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

REGIST ER OF SLPs/ APPEAL S COURT Sl. No	No. of SLP/ appeal Before the NCLAT	No. of the case appeale d against	Name of the Applicant / Responde nt	Date of dispat ch Of record s to NCLAT	Date of receip t of record s from NCLAT	Appe al dismi ssed allow ed with date	Interim Directio n If any, with date	Final order In the appeal with date	Direction If any, for complianc e by the Tribunal	Steps Taken for complian ce	Remark s

ANNEXURE – B

LIST OF DOCUMENTS TO BE ATTACHED WITH A PETITION OR APPLICATION

<u>S.No.</u>	<u>Section of the Act</u>	<u>Nature of Petition</u>	<u>Enclosures to the Petition</u>
1.	Sec. 2 (41)	Application for change in financial year	1. Copy of the memorandum and articles of association. 2. Copy of balance sheet of companies. 3. Affidavit verifying the petition. 4. Bank draft evidencing payment of application fee. 5. Memorandum of appearance with copy of the Board Resolution or the executed Vakalatnama, as the case may be.
2.	Sec. 7 (7)	Application to Tribunal where company has been incorporated by furnishing false or incorrect info or by any fraudulent action.	1. Copy of the memorandum and articles of association. 2. Document in proof of false or incorrect information or fraudulent action. 3. Affidavit verifying the petition. 4. Bank draft evidencing payment of application fee. 5. Memorandum of appearance with copy of the Board Resolution or the executed Vakalatnama, as the case may be.
3.	Sec. 14 (1)	Conversion of public company into a private company.	1. Copy of the memorandum and articles of association. 2. Copy of the documents showing that the company ceased to become a public company. 3. Affidavit verifying the petition.

			<p>4. Bank draft evidencing payment of application fee.</p> <p>5. Memorandum of appearance with copy of the Board Resolution or the executed Vakalatnama, as the case may be.</p>
4.	Sec. 55 (3)	<p>Application for issue further redeemable preference shares.</p>	<p>1. Copy of the memorandum and articles of association.</p> <p>2. Documents showing the terms of issue of the existing preference shares.</p> <p>3. Copy of the Board Resolution and resolution of general meeting for issue of further redeemable preference shares.</p> <p>4. Copy of the latest audited balance sheet with the profit and loss account of the company with auditor's report and director's report.</p> <p>5. Affidavit verifying the petition.</p> <p>6. Bank draft evidencing payment of application fee.</p> <p>7. Memorandum of appearance with copy of the Board Resolution or the executed Vakalatnama, as the case may be.</p>
5.	Sec. 58 (3) or 59	<p>Appeal against refusal of registration of shares;</p> <p>or</p> <p>Appeal for rectification of register of member.</p>	<p>Where the company is the petitioner.</p> <p>1. Copy of the memorandum and articles of association</p> <p>2. Latest audited balance-sheet and profit and loss account, auditor's report and director's report.</p>

		<p>3. Authenticated copy of the extract of the Register of Members.</p> <p>4. Copy of the resolution of the Board or Committee of Directors (where applicable)</p> <p>5. Any other relevant documents.</p> <p>6. Affidavit verifying the petition.</p> <p>7. Bank draft evidencing payment of application fee.</p> <p>8. Memorandum of appearance with copy of the Board Resolution or the executed Vakalatnama, as the case may be.</p> <p>9. Two extra copies of the petition.</p> <p>Where the petition is made by any other person.</p> <p>1. Documentary evidence in support of the statements made in the petition including the copy of the letter written by the petitioner to the company for purpose of registering the transfer of, or the transmission of the right to, any share, or interest in, or debentures as also a copy of the letter of refusal of the company.</p> <p>2. Copies of the documents returned by the company.</p> <p>3. Any other relevant document.</p> <p>4. Affidavit verifying the petition.</p>
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			<p>5. Bank draft evidencing payment of application fee.</p> <p>6. Memorandum of appearance with copy of the Board's Resolution or the executed Vakalatnama, as the case may be.</p> <p>7. Two extra copies of the petition</p>
6.	Sec. 61 (1)	Application to Tribunal for consolidation and division of share capital.	<p>1. Copies of memorandum and articles of association;</p> <p>2. Copies of audited balance sheets for past 3 years;</p> <p>3. Resolution for allowing such consolidation or division and providing justification for the same;</p> <p>4. Documents in proof of new capital structure and class of shares being consolidated or divided;</p> <p>5. Affidavit verifying the petition.</p> <p>6. Bank draft evidencing payment of application fee.</p> <p>7. Memorandum of appearance with copy of the Board's Resolution or the executed Vakalatnama, as the case may be.</p> <p>8. Two extra copies of the application</p> <p>9. Any other relevant documents.</p>
7.	Sec. 73 (4)	Application by deposition for repayment of deposit or interest.	<p>1. Copy of the deposit receipt</p> <p>2. Copy of the correspondence exchanged with the company.</p>

			<p>3. Bank draft evidencing payment of application fee.</p> <p>4. Any other relevant document.</p>
8.	Sec. 74 (2)	<p>Application to allow further time as considered reasonable to the company to repay deposits.</p>	<p>1. Names and addresses of the officers of the company.</p> <p>2. Full details of small depositors such as names, addresses, amount of deposits, rate of interest, dates of maturity and other terms and conditions of deposits.</p> <p>3. Reasons for nonpayment or late payment.</p> <p>4. Annual Reports for the last three years.</p> <p>5. Projection and cash flow statement for the next three financial years duly certified by Statutory Auditors of the company.</p> <p>6. Any other relevant document</p>
9.	Sec. 97 (1)	<p>Application for calling of Annual General meeting.</p>	<p>1. Affidavit verifying the petition.</p> <p>2. Bank draft evidencing payment of application fee.</p> <p>3. Any other relevant document.</p>
10.	Sec. 98 (1)	<p>Application for calling of general meeting of company other than annual general meeting</p>	<p>1. Documentary evidence in proof of status of the applicant.</p> <p>2. Affidavit verifying the petition.</p> <p>3. Bank draft evidencing payment of application fee.</p> <p>4. Memorandum of appearance with copy of the Board's Resolution or the executed Vakalatnama, as the case may be.</p> <p>5. Any other relevant document</p>

11.	Sec. 119 (4)	Petition to pass an order directing immediate inspection of minutes books or directing a copy thereof be sent forthwith to person requiring it.	<ol style="list-style-type: none">1. Documentary evidence, if any, showing the refusal of the company to give inspection to the petitioner.2. Affidavit verifying the petition.3. Bank draft evidencing payment of application fee.4. Memorandum of appearance with copy of the Board's Resolution or the executed Vakalatnama, as the case may be.5. Any other relevant document.
12.	Sec. 131 (1)	Application by company for voluntary revision of financial statement on Board's report.	<ol style="list-style-type: none">1. Audited Financial statements of relevant period;2. Copies of memorandum and articles of association.3. The details of the Managing Director, Chief Financial Officer, directors, Company Secretary and officer of the company responsible for making and maintaining such books of accounts and financial statement.3. Where such accounts are audited, documents in proof of the name and contact details of the auditor or any former auditor who audited such accounts.

			<p>4. Copy of the Board resolution passed by the Board of Directors.</p> <p>5. Affidavit verifying the petition.</p> <p>6. Bank draft evidencing payment of application fee.</p> <p>7. Memorandum of appearance with copy of the Board's Resolution or the executed Vakalatnama, as the case may be.</p> <p>8. Any other relevant document.</p>
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F. No. 1/30/2013/CL-V


21/07/2016

Amardeep Singh Bhatia,
Joint Secretary