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CHARTERED ACCOUNTANTS

Communiqué

Corporate & other related laws

October 2023

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Implementation of Companies (Incorporation) Third Amendment Rules, 2023

The Ministry of Corporate Affairs (MCA) has notified "The Companies (Incorporation) Third Amendment Rules, 2023" According to the amendment, under rule 30, a proviso has been inserted stating:
"Provided further that where the management of the company has been taken over by new management under a resolution plan approved under section 31 of the Insolvency Bankruptcy Code, 2016 and no appeal against the resolution plan is pending in any Court or Tribunal and no inquiry, inspection, investigation is pending or initiated after the approval of the said resolution plan, the shifting of the registered office may be allowed."

Amendment in Companies (Management and Administration) Rules

The Ministry of Corporate Affairs vide its notification has come up with Companies (Management and Administration) Second Amendment Rules According to the amendment under rule 9 (Declaration in Respect of Beneficial Interest in Any Shares) of the Companies (Management and Administration) Rules, 2014 five new sub-rules are introduced stating:

- To designate a responsible person for providing information to the Registrar or any authorized officer regarding beneficial interests in the company's shares;
- Options for designating a responsible person, which may include a company secretary, key managerial personnel (other than the company secretary), or every director (if there is no company secretary or key managerial personnel);
- Until a responsible person is designated, certain specified individuals under rules are deemed to have been designated;
- Every company shall inform the details of the designated person in Annual return; and
- in case of any change in designated person, the company shall intimate registrar vide E-Form GNL-2

The Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023

The Ministry of Corporate Affairs (MCA) vide its notification dated October 27, 2023 has notified "the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023" The amendments are made with respect to:

- issued share warrants under the erstwhile the Companies Act, 1956; and
- issue of securities in dematerialised form by private companies excluding small companies and government companies.

Amendment in Limited Liability Partnership Rules

The Ministry of Corporate Affairs (MCA) vide its notification has notified "the Limited Liability Partnership (Third Amendment) Rules, 2023". According to the amendment, Rule 22A and Rule 22B are inserted by stating matters pertaining to:

- Every limited liability partnership shall, from the date of its incorporation, maintain a register of its partners in Form 4A which shall be kept at the registered office of the limited liability partnership;
- Declaration in respect of beneficial interest in any contribution.

Commencement of section 5 of the Companies Amendment Act

In exercise of the powers conferred by section 1 of the Companies (Amendment) Act, 2020, the Central Government appoints the 30th day of October, 2023 as the date on which the provisions of section 5 of the said Act shall come into force. Further, also the following explanation shall be inserted, namely:—

"(3) Such class of public companies may issue such class of securities for the purposes of listing on permitted stock exchanges in permissible foreign jurisdictions or such other jurisdictions, as may be prescribed.

(4) The Central Government may, by notification, exempt any class or classes of public companies referred to in sub-section (3) from any of the provisions of this Chapter, Chapter IV, section 89, section 90 or section 127 and a copy of every such notification shall, as soon as may be after it is issued, be laid before both Houses of Parliament."

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