

1. **The Companies (Incorporation) Fifth Amendment Rules, 2019:** In the Companies (Incorporation) Rules, 2014, for rule 8, the following rules shall be substituted, namely: - “8. Names which resemble too nearly with name of existing company.- (1) A name applied for shall be deemed to resemble too nearly with the name of an existing company, if, and only if, after comparing the name applied for with the name of an existing company by disregarding the matters set out in sub-rule (2), the names are same. (2) The following matters are to be disregarded while comparing the names under sub-rule (1):- (a) the words like Private, Pvt, Pvt., (P), OPC Pvt. Ltd., IFSC Limited, IFSC Pvt. Limited, Producer Limited, Limited, Unlimited, Ltd, Ltd., LLP, Limited Liability Partnership, company, and company, & co, & co., co., co, corporation, corp, corpn, corp or group; (b) the plural or singular form of words in one or both names.
2. **The National Company Law Tribunal (Second Amendment) Rules, 2019:** In the National Company Law Tribunal Rules, 2016 in rule 84, after sub-rule (2), the following sub-rules shall be inserted, namely: – “(3) In case of a company having a share capital, the requisite number of member or members to file an application under sub-section (1) of section 245 shall be - (i)(a) at least five per cent. of the total number of members of the company; or (b) one hundred members of the company, whichever is less; or (ii)(a) member or members holding not less than five per cent. of the issued share capital of the company, in case of an unlisted company; (b) member or members holding not less than two per cent of the issued share capital of the company, in case of a listed company. (4) The requisite number of depositor or depositors to file an application under sub-section (1) of section 245 shall be - (i) (a) at least five per cent of the total number of depositors of the company; or (b) one hundred depositors of the company, whichever is less; or; (ii) depositor or depositors to whom the company owes five per cent of total deposits of the company.
3. Based on feedback received from stakeholders who were unable to file e-form ACTIVE as they had filed ADT-1 forms for appointment of auditors for the period from 2014-15 to 2018-19 as an attachment with GNL-2 e-form during the period from 01/04/2014 to 20/10/2014 (due to non-availability of e-form ADT-1 during that period), it has now been decided to permit re-filing of ADT-1 to such companies for the said period (up to 2018-19), with ‘fee relaxation’ (normal fee and additional fee). Stakeholders, in such cases, may download the latest ADT-1 e-form available on the portal and refile details of the Auditor’s appointment for the said period duly choosing ‘To’ period of appointment date as a date on or before 31st March 2019. Once ADT-1 is re-filed in such cases and duly approved, the details of Auditors would get pre-filled in the ACTIVE form. In so far as those stakeholders who had filed details of auditors’ appointment in e-form GNL-2 even after 20th October 2014 (though e-form ADT-1 had been deployed on 20/10/2014) are concerned, no fee relaxation would be available. Stakeholders may take note and plan accordingly.
4. Form DPT-3 is likely to be revised on MCA21 Company Forms Download page w.e.f. 19th May, 2019. Stakeholders are advised to check the latest version before filing.
5. **The Companies (Appointment and Qualification of Directors) Rules, 2014:** After rule 12A, the following rule shall be inserted, namely:- ‘12B. Directors of company required to file e-form ACTIVE.- (1) Where a company governed by Rule 25A of the Companies (Incorporation) Rules, 2014, fails to file the e-form ACTIVE within the period specified therein, the Director Identification Number (DIN) allotted to its existing directors, shall be marked as “Director of ACTIVE non-compliant company”. (2) Where the DIN of a director has been marked as “Director of ACTIVE non-compliant company”, such director shall take all necessary steps to ensure that all companies governed by rule 25A of the Companies (Incorporation) Rules, 2014, where such director has been so appointed, file e-form ACTIVE. (3) After all the companies referred to in sub-rule (2) file the e-form ACTIVE, the DIN of such director shall be marked as “Director of ACTIVE compliant company”. (Notification 16<sup>th</sup> May, 2019)