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PART II—Section 3—Sub-section (i)

प्राधिकार से प्रकाशित
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कार्यालय कार्य मंत्रालय
विभागीय

नई दिल्ली, 22 अक्तूबर, 2019

साक्षरता: 804(ब)।—संस्थापक रक्षक, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 के साथ पठित
धारा 149 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, कंपनी (निदेशकों की नियुक्ति और अहंतात्र) नियम, 2014 का और
संशोधन करने के लिए निर्देशित नियम बनानी हैं, अर्थात् :-

1. (1) इन नियमों का संशोधन नाम कंपनी (निदेशकों की नियुक्ति और अहंतात्र) पांचवां संशोधन नियम, 2019 है।
    (2) ये नियम 01 दिसंबर, 2019 को प्रकाशित होंगे।
2. कंपनी (निदेशकों की नियुक्ति और अहंतात्र) नियम, 2014 में, (जिसे इसमें इसके पूर्व मुख्य नियम कहा गया है) में,
    नियम 6 के स्थान पर निर्देशित नियम रखा जाएगा, अर्थात् :-

"6. स्वतंत्र निदेशक के रूप में नियुक्त किए जाने हेतु पात्र और इल्कुक अवक के द्वारा अपेक्षित अनुपात।"—(1) प्रत्येक व्यक्ति

(क) जिस कंपनी में स्वतंत्र निदेशक के रूप में, कंपनी (निदेशकों की नियुक्ति और अहंतात्र) पांचवां संशोधन नियम,
    2019 के प्रारंभ होने की तारीख को नियुक्त किया गया है, ऐसे प्रारंभ के तीन माह की अवधि की भींत; या
(ख) जो ऐसे प्रारंभ के पठानुक कंपनी में स्वतंत्र निदेशक के रूप में नियुक्त किए जाने का आशय रखता है, ऐसी नियुक्ति
    से पूर्व,
    संशोधन को एक वर्ष या पांच वर्ष की अवधि के लिए अभ्यास अपने जीवन-काल के लिए अपना नाम डाटा बैंक में
    समर्पित करने के लिए अधिकार अथवा उप-नियम (2) में प्रव-निर्देशित कदम
    उठाए जब तक वह वह कंपनी में स्वतंत्र निदेशक के पद के धारण करता जारी रहता है ;

5474 GI/2019 (1)
MINISTRY OF CORPORATE AFFAIRS
NOTIFICATION
New Delhi, the 22nd October, 2019

G.S.R. 804(E).—In exercise of the powers conferred by section 149 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Appointment and Qualification of Directors) Rules, 2014, namely:-

[To be inserted here]
1. (1) These rules may be called the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019.

(2) They shall come into force with effect from the 1st day of December, 2019.

2. In the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as the principal rules), for rule 6, the following rule shall be substituted, namely: –

"6. Compliances required by a person eligible and willing to be appointed as an independent director.—

(1) Every individual –

(a) who has been appointed as an independent director in a company, on the date of commencement of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, shall within a period of three months from such commencement; or

(b) who intends to get appointed as an independent director in a company after such commencement, shall before such appointment,

apply online to the institute for inclusion of his name in the data bank for a period of one year or five years or for his life-time, and from time to time take steps as specified in sub-rule (2), till he continues to hold the office of an independent director in any company:

Provided that any individual, including an individual not having DIN, may voluntarily apply to the institute for inclusion of his name in the data bank.

(2) Every individual whose name has been so included in the data bank shall file an application for renewal for a further period of one year or five years or for his life-time, within a period of thirty days from the date of expiry of the period upto which the name of the individual was applied for inclusion in the data bank, failing which, the name of such individual shall stand removed from the data bank of the institute:

Provided that no application for renewal shall be filed by an individual who has paid life-time fees for inclusion of his name in the data bank.

(3) Every independent director shall submit a declaration of compliance of sub-rule (1) and sub-rule (2) to the Board, each time he submits the declaration required under sub-section (7) of section 149 of the Act.

(4) Every individual whose name is so included in the data bank under sub-rule (1) shall pass an online proficiency self-assessment test conducted by the institute within a period of one year from the date of inclusion of his name in the data bank, failing which, his name shall stand removed from the databank of the institute:

Provided that the individual who has served for a period of not less than ten years as on the date of inclusion of his name in the databank as director or key managerial personnel in a listed public company or in an unlisted public company having a paid-up share capital of rupees ten crore or more shall not be required to pass the online proficiency self-assessment test:

Provided further that for the purpose of calculation of the period of ten years referred to in the first proviso, any period during which an individual was acting as a director or as a key managerial personnel in two or more companies at the same time shall be counted only once.

Explanation: For the purposes of this rule,—

(a) the expression “institute” means the ‘Indian Institute of Corporate Affairs at Manesar’ notified under sub-section (1) of section 150 of the Companies Act, 2013 as the institute for the creation and maintenance of data bank of Independent Directors;

(b) an individual who has obtained a score of not less than sixty percent. in aggregate in the online proficiency self-assessment test shall be deemed to have passed such test;

(c) there shall be no limit on the number of attempts an individual may take for passing the online proficiency self-assessment test.”

[F. No. 8/4/2018-CL-I- Part II]

K. V. R. MURTY, Jt. Secry.

Note:—The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, sub-section (i) vide notification number G.S.R. 259(E) dated the 31st March, 2014 and were last amended vide notification number G.S.R. 750(E) dated the 30th September, 2019.