

**व्यवसायरत वृत्तिको द्वारा प्रमाणपत्र**

मैं यह घोषणा करता हूँ कि इस प्ररूप के प्रमाणन के प्रयोजन के लिए मुझे विधिवत नियुक्त किया गया है। यह भी प्रमाणित किया जाता है कि मैंने इस प्ररूप की विषय वस्तु और उससे संबंधित मामलों के लिए कंपनी अधिनियम, 2013 (2013 का 18) के उपबंधों और उसके अधीन बनाए गए नियमों को पढ़ा है तथा कंपनी (निधि का नाम) द्वारा रखे जा रहे मूल अभिलेख से, जो इस प्ररूप की विषयवस्तु है, उपर्युक्त विवरण (संलग्नक सहित) का सत्यापन किया जाता है और इन्हें सही, सत्य और पूर्ण पाया गया है तथा इस प्ररूप में कोई महत्वपूर्ण सूचना छुपाई नहीं गई है। मैं यह भी प्रमाणित करता हूँ कि: क. उक्त अभिलेख कंपनी अधिनियम, 2013 (2013 का 18) के संबंधित उपबंधों के अनुसार उचित ढंग से तैयार किये गए हैं, उन पर कंपनी के अपेक्षित अधिकारियों द्वारा हस्ताक्षर किए गए हैं तथा रखे गए हैं और इन्हें सही पाया गया है:

ख. सभी अपेक्षित संलग्नक पूरे हैं और इस प्ररूप के साथ संलग्न हैं:

ग. मैं जानता हूँ कि गलत सबूतन, यदि किसी स्तर पर पाया गया, तो कंपनी अधिनियम, 2013 की धारा 448 के अंतर्गत मेरे विरुद्ध कार्रवाई की जा सकती है।

हस्ताक्षर

व्यवसायरत चार्टर्ड अकाउंटेंट/लागत लेखाकार/कंपनी सचिव

एसोसिएट अथवा फेलों

सदस्यता संख्या और सीपी संख्या

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टिप्पणी:

यह ई फार्म इलेक्ट्रानिक मोड के माध्यम से कंपनी रजिस्ट्रार द्वारा रखी जा रही फाइल पर और फाइलिंग कंपनी द्वारा दिए गए सत्यता के विवरण के आधार पर लिया गया है। अधिनियम की धारा 448, जिसमें गलत विवरण तथा सबूतन के लिए दंड का उपबंध है, के उपबंधों की ओर भी ध्यान आकर्षित किया जाता है।

[फा. सं. 01/24/2013 - सीएल-V]

रेणुका कुमार, संयुक्त सचिव

**MINISTRY OF CORPORATE AFFAIRS****NOTIFICATION**

New Delhi, the 31st March, 2014

**G.S.R. 258(E).**—In exercise of the powers conferred under sub-section (1) of Section 406 read with sub-sections (1) and (2) of 469 of the Companies Act, 2013, the Central Government hereby makes the following rules, namely:—

**1. Short title and commencement.**—(1) These Rules may be called Nidhi Rules, 2014.

(2) They shall come into force on the 1st day of April, 2014.

**2. Application.**—These rules shall apply to,—

(a) every company which had been declared as a *Nidhi* or Mutual Benefit Society under sub-section (1) of Section 620A of the Companies Act, 1956;

(b) every company functioning on the lines of a *Nidhi* company or Mutual Benefit Society but has either not applied for or has applied for and is awaiting notification to be a *Nidhi* or Mutual Benefit Society under sub-section (1) of Section 620A of the Companies Act, 1956; and

(c) every company incorporated as a *Nidhi* pursuant to the provisions of Section 406 of the Act.

**3. Definitions.**—(1) In these rules, unless the context otherwise requires,—

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

(b) “Doubtful Asset” means a borrowal account which has remained a Non-performing asset for more than two years but less than three years;

(c) “Loss Asset” means a borrowal account which has remained a Non-performing asset for more than three years or where in the opinion of the Board, a shortfall in the recovery of the loan account is expected because the documents executed may become invalid if subjected to legal process or for any other reason;

(d) “Net Owned Funds” means the aggregate of paid up equity share capital and free reserves as reduced by accumulated losses and intangible assets appearing in the last audited balance sheet:

Provided that the amount representing the proceeds of issue of preference shares shall not be included for calculating Net Owned Funds.

(e) “Non-Performing Asset” means a borrowal account in respect of which interest income or instalment of loan towards re payment of principal amount has remained unrealised for twelve months;

(f) “Standard Asset” means the asset in respect of which no default in re-payment of principal or payment of interest has occurred or is perceived and which has neither shown signs of any problem relating to re-payment of principal sum or interest nor does it carry more than normal risk attached to the business;

(g) “Sub-Standard Asset” means a borrowal account which is a Non-performing asset:

Provided that reschedulement or renegotiation or rephasing of the loan instalment or interest payment shall not change the classification of an asset unless the borrowal account has satisfactorily performed for at least twelve months after such reschedulement or renegotiation or rephasing.

(2) Words and expressions used herein, but not defined in these rules and defined in the Act or in the Companies (Specification of definitions details) Rules, 2014 shall have the same meaning as assigned to them in the Act or in the said Rules.

**4. Incorporation and incidental matters.**—(1) A *Nidhi* to be incorporated under the Act shall be a public company and shall have a minimum paid up equity share capital of five lakh rupees.

(2) On and after the commencement of the Act, no *Nidhi* shall issue preference shares.

(3) If preference shares had been issued by a *Nidhi* before the commencement of this Act, such preference shares shall be redeemed in accordance with the terms of issue of such shares.

(4) Except as provided under the proviso to sub-rule (e) to rule 6, no *Nidhi* shall have any object in its Memorandum of Association other than the object of cultivating the habit of thrift and savings amongst its members, receiving deposits from, and lending to, its members only, for their mutual benefit.

(5) Every Company incorporated as a “*Nidhi*” shall have the last words ‘Nidhi Limited’ as part of its name.

**5. Requirements for minimum number of members, net owned fund etc.**—(1) Every *Nidhi* shall, within a period of one year from the commencement of these rules, ensure that it has—

(a) not less than two hundred members;

(b) Net Owned Funds of ten lakh rupees or more;

(c) unencumbered term deposits of not less than ten per cent of the outstanding deposits as specified in rule 14; and

(d) ratio of Net Owned Funds to deposits of not more than 1:20.

(2) Within ninety days from the close of the first financial year after its incorporation and where applicable, the second financial year, *Nidhi* shall file a return of statutory compliances in Form **NDH-1** along with such fee as provided in Companies (Registration Offices and Fees) Rules, 2014 with the Registrar duly certified by a company secretary in practice or a chartered accountant in practice or a cost accountant in practice.

(3) If a *Nidhi* is not complying with clauses (a) or (d) of sub-rule (1) above, it shall within thirty days from the close of the first financial year, apply to the Regional Director in Form **NDH-2** along with fee specified in Companies (Registration Offices and Fees) Rules, 2014 for extension of time and the Regional Director may consider the application and pass orders within thirty days of receipt of the application.

**Explanation.**—For the purpose of this rule “Regional Director” means the person appointed by the Central Government in the Ministry of Corporate Affairs as a Regional Director;

(4) If the failure to comply with sub-rule (1) of this rule extends beyond the second financial year, *Nidhi* shall not accept any further deposits from the commencement of the second financial year till it complies with the provisions contained in sub-rule (1), besides being liable for penal consequences as provided in the Act.

**6. General restrictions or prohibitions.**—No *Nidhi* shall—

(a) carry on the business of chit fund, hire purchase finance, leasing finance, insurance or acquisition of securities issued by any body corporate;

(b) issue preference shares, debentures or any other debt instrument by any name or in any form whatsoever;

(c) open any current account with its members;

(d) acquire another company by purchase of securities or control the composition of the Board of Directors of any other company in any manner whatsoever or enter into any arrangement for the change of its

management, unless it has passed a special resolution in its general meeting and also obtained the previous approval of the Regional Director having jurisdiction over such *Nidhi*;

**Explanation.**—For the purposes of this sub-rule, “control” shall have the same meaning assigned to it in clause (27) of section 2 of the Act;

- (e) carry on any business other than the business of borrowing or lending in its own name:

Provided that *Nidhis* which have adhered to all the provisions of these rules may provide locker facilities on rent to its members subject to the rental income from such facilities not exceeding twenty per cent of the gross income of the *Nidhi* at any point of time during a financial year.

- (f) accept deposits from or lend to any person, other than its members;
- (g) pledge any of the assets lodged by its members as security;
- (h) take deposits from or lend money to any body corporate;
- (i) enter into any partnership arrangement in its borrowing or lending activities;
- (j) issue or cause to be issued any advertisement in any form for soliciting deposit:

Provided that private circulation of the details of fixed deposit Schemes among the members of the *Nidhi* carrying the words “for private circulation to members only” shall not be considered to be an advertisement for soliciting deposits.

- (k) pay any brokerage or incentive for mobilising deposits from members or for deployment of funds or for granting loans.

**7. Share capital and allotment.**—(1) Every *Nidhi* shall issue equity shares of the nominal value of not less than ten rupees each:

Provided that this requirement shall not apply to a company referred to in sub-rules (a) and (b) of rule 2.

- (2) No service charge shall be levied for issue of shares.

- (3) Every *Nidhi* shall allot to each deposit holder at least a minimum of ten equity shares or shares equivalent to one hundred rupees:

Provided that a savings account holder and a recurring deposit account holder shall hold at least one equity share of rupees ten.

**8. Membership.**—(1) A *Nidhi* shall not admit a body corporate or trust as a member.

- (2) Except as otherwise permitted under these rules, every *Nidhi* shall ensure that its membership is not reduced to less than two hundred members at any time.

- (3) A minor shall not be admitted as a member of *Nidhi*:

Provided that deposits may be accepted in the name of a minor, if they are made by the natural or legal guardian who is a member of *Nidhi*.

**9. Net owned funds.**—Every *Nidhi* shall maintain Net Owned Funds (excluding the proceeds of any preference share capital) of not less than ten lakh rupees or such higher amount as the Central Government may specify from time to time.

**10. Branches.**—(1) A *Nidhi* may open branches, only if it has earned net profits after tax continuously during the preceding three financial years.

- (2) Subject to the provisions contained in sub-rule (1), a *Nidhi* may open up to three branches within the district.

- (3) If a *Nidhi* proposes to open more than three branches within the district or any branch outside the district, it shall obtain the prior permission of the Regional Director and an intimation is to be given to the Registrar about opening of every branch within thirty days of such opening.

- (4) No *Nidhi* shall open branches or collection centres or offices or deposit centres, or by whatever name called outside the State where its registered office is situated.

- (5) No *Nidhi* shall open branches or collection centres or offices or deposit centres, or by whatever name called unless financial statement and annual return (up to date) are filed with the Registrar.

- (6) A *Nidhi* shall not close any branch unless it—

- (a) publishes an advertisement in a newspaper in vernacular language in the place where it carries on business at least thirty days prior to such closure, informing the public about such closure;

(b) fixes a copy of such advertisement or a notice informing such closure of the branch on the notice board of *Nidhi* for a period of at least thirty days from the date on which advertisement was published under clause (a) ; and

(c) gives an intimation to the Registrar within thirty days of such closure.

**11. Acceptance of deposits by *Nidhis*.—**(1) A *Nidhi* shall not accept deposits exceeding twenty times of its Net Owned Funds (NOF) as per its last audited financial statements.

(2) In the case of companies covered under clauses (a) and (b) of rule 2 and existing on or before 26<sup>th</sup> July, 2001 and which have accepted deposits in excess of the aforesaid limits, the same shall be restored to the prescribed limit by increasing the Net Owned Funds position or alternatively by reducing the deposit according to the table given below:

**TABLE**

<b>Ratio of Net Owned Funds to Deposits (as on 31.3. 2013)</b>	<b>Date by which the company has to achieve prescribed ceiling of 1:20</b>
a) More than 1:20 but up to 1:35	By 31.3. 2015
b) More than 1:35 but up to 1:45	By 31.3. 2016
c) More than 1:45	By 31.3. 2017

(3) The companies which are covered under the Table in sub-rule (2) above shall not accept fresh deposits or renew existing deposits if such acceptance or renewal leads to violation of the prescribed ratio.

(4) The ratio specified in sub-rule (2) above shall also apply to incremental deposits.

**12. Application form for deposit.—**(1) Every application form for placing a deposit with a *Nidhi* shall contain the following particulars, namely:—

- (a) Name of *Nidhi*;
- (b) Date of incorporation of *Nidhi*;
- (c) The business carried on by *Nidhi* with details of branches, if any;
- (d) Brief particulars of the management of *Nidhi* (name, addresses and occupation of the directors, including DIN);
- (e) Net profits of *Nidhi* before and after making provision for tax for the preceding three financial years;
- (f) Dividend declared by *Nidhi* during the preceding three financial years;
- (g) Mode of repayment of the deposit;
- (h) Maturity period of the deposit;
- (i) Interest payable on the deposit;
- (j) The rate of interest payable to the depositor in case the depositor withdraws the deposit prematurely;
- (k) The terms and conditions subject to which the deposit may be accepted or renewed;
- (l) A summary of the financials of the company as per the latest two audited financial statements as given below:
  - (i) Net Owned Funds
  - (ii) Deposits accepted
  - (iii) Deposits repaid
  - (iv) Deposits claimed but remaining unpaid
  - (v) Loans disbursed against—
    - (a) immovable property;
    - (b) deposits; and
    - (c) gold and jewellery
  - (vi) Profit before tax
  - (vii) Provision for tax

(viii) Profit after tax

(ix) Dividend per share

(m) any other special features or terms and conditions subject to which the deposit is accepted or renewed.

(2) The application form shall also contain the following statements, namely:—

(a) in case of Non-payment of the deposit or part thereof as per the terms and conditions of such deposit, the depositor may approach the Registrar of companies having jurisdiction over *Nidhi*;

(b) in case of any deficiency of *Nidhi* in servicing its depositors, the depositor may approach the National Consumers Disputes Redressal Forum, the State Consumers Disputes Redressal Forum or District Consumers Disputes Redressal Forum, as the case may be, for redressal of his relief;

(c) a declaration by the Board of Directors to the effect that the financial position of *Nidhi* as disclosed and the representations made in the application form are true and correct and that *Nidhi* has complied with all the applicable rules;

(d) a statement to the effect that the Central Government does not undertake any responsibility for the financial soundness of *Nidhi* or for the correctness of any of the statement or the representations made or opinions expressed by *Nidhi*;

(e) the deposits accepted by *Nidhi* are not insured and the repayment of deposits is not guaranteed by either the Central Government or the Reserve Bank of India; and

(f) a verification clause by the depositor stating that he had read and understood the financial and other particulars furnished and representations made by *Nidhi* in his application form and after careful consideration he is making the deposit with *Nidhi* at his own risk and volition.

(3) Every *Nidhi* shall obtain proper introduction of new depositors before opening their accounts or accepting their deposits and keep on its record the evidence on which it has relied upon for the purpose of such introduction.

(4) For the purposes of introduction of depositors, a *Nidhi* shall obtain documentary evidence of the depositor in the form of proof of identity and address as under:

**(a) Proof of Identity (any one of the following)**

(i) Passport

(ii) Unique Identification Number

(iii) Income-tax PAN card

(iv) Elector Photo Identity Card

(v) Driving licence

(vi) Ration card

**(b) Proof of address (any one of the following)**

(i) Passport

(ii) Unique Identification Number

(iii) Elector Photo Identity Card

(iv) Driving licence

(v) Ration card

(vi) Telephone bill

(vii) Bank account statement

(viii) Electricity bill

(documents referred to serial numbers (vi), (vii) and (viii) above shall not be more than two months old)

**13. Deposits.**—(1) The fixed deposits shall be accepted for a minimum period of six months and a maximum period of sixty months.

(2) Recurring deposits shall be accepted for a minimum period of twelve months and a maximum period of sixty months.

(3) In case of recurring deposits relating to mortgage loans, the maximum period of recurring deposits shall correspond to the repayment period of such loans granted by *Nidhi*.

(4) The maximum balance in a savings deposit account at any given time qualifying for interest shall not exceed one lakh rupees at any point of time and the rate of interest shall not exceed two per cent above the rate of interest payable on savings bank account by nationalised banks.

(5) A *Nidhi* may offer interest on fixed and recurring deposits at a rate not exceeding the maximum rate of interest prescribed by the Reserve Bank of India which the Non-Banking Financial Companies can pay on their public deposits.

(6) A fixed deposit account or a recurring deposit account shall be foreclosed by the depositor subject to the following conditions, namely:—

- (a) a *Nidhi* shall not repay any deposit within a period of three months from the date of its acceptance;
- (b) where at the request of the depositor, a *Nidhi* repays any deposit after a period of three months, the depositor shall not be entitled to any interest up to six months from the date of deposit;
- (c) where at the request of the depositor, a *Nidhi* makes repayment of a deposit before the expiry of the period for which such deposit was accepted by *Nidhi*, the rate of interest payable by *Nidhi* on such deposit shall be reduced by two per cent from the rate which *Nidhi* would have ordinarily paid, had the deposit been accepted for the period for which such deposit had run:

Provided that in the event of death of a depositor, the deposit may be repaid prematurely to the surviving depositor or depositors in the case of joint holding with survivor clause, or to the nominee or to legal heir with interest up to the date of repayment at the rate which the company would have ordinarily paid, had such deposit been accepted for the period for which such deposit had run.

**14. Un-encumbered term deposits.**—Every *Nidhi* shall invest and continue to keep invested, in unencumbered term deposits with a Scheduled commercial bank (other than a co-operative bank or a regional rural bank), or post office deposits in its own name an amount which shall not be less than ten per cent of the deposits outstanding at the close of business on the last working day of the second preceding month:

Provided that in cases of unforeseen commitments, temporary withdrawal may be permitted with the prior approval of the Regional Director for the purpose of repayment to depositors, subject to such conditions and time limit which may be specified by the Regional Director to ensure restoration of the prescribed limit of ten per cent.

**15. Loans.**—(1) A *Nidhi* shall provide loans only to its members.

(2) The loans given by a *Nidhi* to a member shall be subject to the following limits, namely:—

- (a) two lakh rupees, where the total amount of deposits of such *Nidhi* from its members is less than two crore rupees;
- (b) seven lakh fifty thousand rupees, where the total amount of deposits of such *Nidhi* from its members is more than two crore rupees but less than twenty crore rupees;
- (c) twelve lakh rupees, where the total amount of deposits of such *Nidhi* from its members is more than twenty crore rupees but less than fifty crore rupees; and
- (d) fifteen lakh rupees, where the total amount of deposits of such *Nidhi* from its members is more than fifty crore rupees:

Provided that where a *Nidhi* has not made profits continuously in the three preceding financial years, it shall not make any fresh loans exceeding fifty per cent of the maximum amounts of loans specified in clauses (a), (b), (c) or (d).

Provided further that a member shall not be eligible for any further loan if he has borrowed any earlier loan from the *Nidhi* and has defaulted in repayment of such loan.

(3) For the purposes of sub-rule (2), the amount of deposits shall be calculated on the basis of the last audited annual financial statements.

(4) A *Nidhi* shall give loans to its members only against the following securities, namely:—

- (a) gold, silver and jewellery:

Provided that the re-payment period of such loan shall not exceed one year.

- (b) immovable property:

Provided that the total loans against immovable property [excluding mortgage loans granted on the security of property by registered mortgage, being a registered mortgage under section 69 of the Transfer of Property Act, 1882 (IV of 1882)] shall not exceed fifty per cent of the overall loan outstanding on the date of approval by the board, the individual loan shall not exceed fifty per cent of the value of property offered as security and the period of repayment of such loan shall not exceed seven years.

(c) fixed deposit receipts, National Savings Certificates, other Government Securities and insurance policies:

Provided that such securities duly discharged shall be pledged with *Nidhi* and the maturity date of such securities shall not fall beyond the loan period or one year whichever is earlier:

Provided further that in the case of loan against fixed deposits, the period of loan shall not exceed the unexpired period of the fixed deposits.

**16. Rate of interest.**—The rate of interest to be charged on any loan given by a *Nidhi* shall not exceed seven and half per cent above the highest rate of interest offered on deposits by *Nidhi* and shall be calculated on reducing balance method:

Provided that *Nidhi* shall charge the same rate of interest on the borrowers in respect of the same class of loans and the rates of interest of all classes of loans shall be prominently displayed on the notice board at the registered office and each branch office of *Nidhi*.

**17. Rules relating to Directors.**—(1) The Director shall be a member of *Nidhi*.

(2) The Director of a *Nidhi* shall hold office for a term up to ten consecutive years on the Board of *Nidhi*.

(3) The Director shall be eligible for re-appointment only after the expiration of two years of ceasing to be a Director.

(4) Where the tenure of any Director in any case had already been extended by the Central Government, it shall terminate on expiry of such extended tenure.

(5) The person to be appointed as a Director shall comply with the requirements of sub-section (4) of Section 152 of the Act and shall not have been disqualified from appointment as provided in section 164 of the Act.

**18. Dividend.**—A *Nidhi* shall not declare dividend exceeding twenty five per cent or such higher amount as may be specifically approved by the Regional Director for reasons to be recorded in writing and further subject to the following conditions, namely:—

- (a) an equal amount is transferred to General Reserve;
- (b) there has been no default in repayment of matured deposits and interest; and
- (c) it has complied with all the rules as applicable to *Nidhis*.

**19. Auditor.**—(1) No *Nidhi* shall appoint or re-appoint an individual as auditor for more than one term of five consecutive years.

(2) No *Nidhi* shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years:

Provided that an auditor (whether an individual or an audit firm) shall be eligible for subsequent appointment after the expiration of two years from the completion of his or its term:

**Explanation:** For the purposes of this proviso:

(i) in case of an auditor (whether an individual or audit firm), the period for which he or it has been holding office as auditor prior to the commencement of these rules shall be taken into account in calculating the period of five consecutive years or ten consecutive years, as the case may be;

(ii) appointment includes re-appointment.

**20. Prudential norms.**—(1) Every *Nidhi* shall adhere to the prudential norms for revenue recognition and classification of assets in respect of mortgage loans or jewel loans as contained hereunder.

(2) Income including interest or any other charges on non-performing assets shall be recognised only when it is actually realised and any such income recognised before the asset became non-performing and which remains unrealised in a year shall be reversed in the profit and loss account of the immediately succeeding year.

(3) (a) In respect of mortgage loans, the classification of assets and the provisioning required shall be as under:

NATURE OF ASSET	PROVISION REQUIRED
Standard Asset	No provision
Sub-standard Asset	10% of the aggregate outstanding amount
Doubtful Asset	25% of the aggregate outstanding amount
Loss Asset	100% of the aggregate outstanding amount

Provided that a *Nidhi* may make provision for exceeding the percentage specific herein.

(b) The estimated realisable value of the collateral security to which a *Nidhi* has valid recourse may be reduced from the aggregate outstanding amount, if the proceedings for the sale of the mortgaged property have been initiated in a court of law within the previous two years of the interest, income or instalment remaining unrealised.

(4) In case of companies which were incorporated on or before 26-07-2001, such companies shall make provisions in respect of loans disbursed and outstanding as on 31-03-2002 for income reversal and non-performing assets as per table given below:

For the year ended	Extent of provision
31-03-2015	Un-provided balance on equal basis over the three years as specified in the preceding column.
31-03-2016	
31-03-2017	

(5) (a) The Notes on the financial statements of a year shall disclose-

- (i) the total amount of provisions, if any, to be made on account of income reversal and non-performing assets remaining unrealised;
- (ii) the cumulative amount provided till the previous year;
- (iii) the amount provided in the current year; and
- (iv) the balance amount to be provided.

(b) Such disclosure shall continue to be made until the entire amount to be provided has been provided for.

(6) In respect of loans against gold or jewellery—

- (a) the aggregate amount of loan outstanding against the security of gold or jewellery shall either be recovered or renewed within three months from the due date of repayment;
- (b) if the loan is not recovered or renewed and the security is not sold within the aforesaid period of three months, the company shall make provision in the current year's financial statements to the extent of unrealised amount or the aggregate outstanding amount of loan including interest as applicable;
- (c) no income shall be recognised on such loans outstanding after the expiry of the three months period specified in (a) above or sale of gold or jewellery, whichever is earlier; and
- (d) the loan to value ratio shall not exceed 80 per cent.

*Explanation.* - For the purposes of this rule, the term 'loan to value ratio' means the ratio between the amount of loan given and the value of gold or jewellery against which such loan is given.

**21. Filing of half yearly return.**—Every company covered under rule 2 shall file half yearly return with the Registrar in Form **NDH-3** along with such fee as provided in Companies (Registration Offices and Fees) Rules, 2014 within thirty days from the conclusion of each half year duly certified by a company secretary in practice or chartered accountant in practice or cost accountant in practice.

**22. Auditor's certificate.**—The Auditor of the company shall furnish a certificate every year to the effect that the company has complied with all the provisions contained in the rules and such certificate shall be annexed to the audit report and in case of non-compliance, he shall specifically state the rules which have not been complied with.

**23. Power to enforce compliance.**—(1) For the purposes of enforcing compliance with these rules, the Registrar of companies may call for such information or returns from *Nidhi* as he deems necessary and may engage the services of



chartered accountants, company secretaries in practice, cost accountants, or any firm thereof from time to time for assisting him in the discharge of his duties.

(2) In respect of any *Nidhi* which has violated these rules or has failed to function in terms of the Memorandum and Articles of Association, the concerned Regional Director may appoint a Special Officer to take over the management of *Nidhi* and such Special Officer shall function as per the guidelines given by such Regional Director:

Provided that an opportunity of being heard shall be given to the concerned *Nidhi* by the Regional Director before appointing any Special Officer.

**24. Penalty for non-compliance.-** If a company falling under rule 2 contravenes any of the provisions of the rules prescribed herein, the company and every officer of the company who is in default shall be punishable with fine which may extend to five thousand rupees, and where the contravention is a continuing one, with a further fine which may extend to five hundred rupees for every day after the first during which the contravention continues.

## Annexure

### Form NDH-1

#### Return of Statutory Compliances

[Pursuant to sub rule (2) of rule 5 of *Nidhi Rules, 2014*]

1. Corporate Identification Number (CIN) of *Nidhi*:

2. (a) Name of the *Nidhi* :

(b) Address of the registered office:

(c) E-mail id, if any:

(d) Phone Number:

3. (a) Number of subscribers to the

Memorandum

(b) Number of members admitted

since date of incorporation upto the

end of the first financial year

(c) Number of persons who have

ceased to be members upto the end

of the first financial year

(d) Number of members as at the end

of the first financial year

4. Whether the number of members as at the end of the first financial year is

200 or more

Yes

No

5. If answer to Sl. No. 4 is No, whether

application for extension of time has

Yes

been made to Registrar

No

If yes, SRN of the application

6. Paid up equity share capital

Free reserves -----

Less: Accumulated Losses

Other intangible assets

( give breakup) -----

**Net Owned Funds** -----

7. **Unencumbered Term Deposits**

(See rule 14)

(a) (i) deposit(s) in scheduled commercial

Banks(in Rs)

(ii) Deposits in Post Office(in Rs) -----

Total unencumbered term deposits -----

(b) deposits outstanding at the close of

business on the last working day of the

second preceding month:

(c) Percentage of (a)/(b):

8. Ratio of Net Owned Funds to Deposits:

**Verification**

I am authorised by the Board of Directors of the Company vide resolution no..... dated..... to sign this form and declare that all the requirements of Companies Act, 2013 (18 of 2013) and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given hereinabove is true, correct and complete including the attachments to this form and nothing material has been suppressed. It is hereby further certified that the professional (Name and Type i.e. C.A/CS/CWA/ to Given) certifying this form has been duly engaged for this purpose.

**To be digitally signed by**

Designation (to be given)

DIN of the person signing the form

**Certificate by practicing professional**

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 (18 of 2013) and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company (name of Nidhi) which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- a. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 (18 of 2013) and were found to be in order;
- b. All the required attachments have been completely and legibly attached to this form;

Signature

Chartered Accountant/Cost Accountant/Company Secretary in practice whether Associate or Fellow

Membership No. and also CP No.

**Note:**

This eform has been taken on file maintained by the Registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company. Attention is also drawn to provisions of section 448 of the Act which provide for punishment for false statement and certification.

**Form NDH-2**

**Application for extension of Time**

[Pursuant to sub-rule (3) of rule 5 of Nidhi Rules, 2014]

**The Regional Director**

**Ministry of Corporate Affairs,**

**(respective jurisdiction)**

1. Corporate Identification Number (CIN) of Nidhi:
2. (a) Name of the Nidhi:  
(b) Address of the registered office:  
(c) E-mail id, if any:  
(d) Phone Number:
3. Date of Incorporation:
4. Application filed for: extension of time for complying with rule  
5(1)(a)  
5(1)(d)
5. Position as at the end of the previous financial year  
(based on audited financial statement)  
(a) Number of members  
(b) Ratio of Net Owned Funds to Deposits
6. Period for which extension is sought for complying with the requirement of  
(a) Rule 5(1)(a) or  
(b) Rule 5(1)(d) or  
(c) Both (a) & (b) above
7. Reasons for not complying with the requirements of rule 5(1)(a) and/or rule 5(1)(d)
8. Details of application(inbrief)  
(Box to be provided)

1. ----- **Verification**

I am authorized by the Board of Directors of the Company vide resolution no..... dated..... to sign this form and declare that all the requirements of Companies Act, 2013 (18 of 2013) and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

**To be digitally signed by**

Designation (to be given)

DIN of the person signing the form

Attachments:

1. Board resolution
2. Detailed application
3. Audited financial statements (last available)
4. Reasons and justification for the application

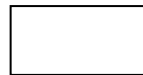
**Note:** Attention is also drawn to provisions of section 448 which provide for punishment for false statement and certification.

For office use only: E-form Service Request Number (SRN)..... E-form filing date....

Digital signature of the authorising officer

This e-form is hereby approved/rejected

Date of signing

**FORM NDH-3**

(Pursuant to rule 21 of Nidhi Rules, 2014)

**HALF YEARLY RETURN**

(All information shall be furnished for the half year ended 30<sup>th</sup> September and 31<sup>st</sup> March of every year; wherever space is not sufficient, separate sheet containing the required details shall be attached)

- 
1. Name of the Nidhi
  2. CIN
  3. Registered office
  4. **Branch details**
    - (i) Total Number of branches
    - (ii) Names and addresses of branches within the district
    - (iii) Names and addresses of branches outside the District, if any
    - (iv) Number of branches opened during the half year and their addresses
    - (v) Number of branches closed during the half year and their addresses
  5. **Membership**
    - (a) Total number of members at the beginning of the half-year
    - (b) Number of persons admitted as members during the half year
    - (c) Number of persons who have ceased to be members during the half year
    - (d) Total number of members at the end of the half year

**6. Deposits (Amount in Rs)**

Nature of deposits	Balance of deposits at the beginning of the half year	Received during the half year	Repaid during the half year	Balance of deposits at the end of the half year
Fixed Deposit				
Recurring Deposit				
Savings Deposit				
Cumulative Deposit				
Others, if any ( specify )				
<b>TOTAL</b>				

**7. Loans (Amount in Rs)**

Nature of Loans	Balance of Loan at the beginning of the half year	Disbursed during the half year	Realized during the half year	Balance of Loans at the end of the half year
Loans against immovable property				
Loans against Jewels				
Loans against Deposits				
Other loans, if any ( specify security )				
Loans to employees				
<b>TOTAL</b>				

**8. Details relating to litigation, if any.**

	At the beginning of the half year		Filed during the half year		Disposed off during the half year		Outstanding at the end of the half year	
	No. of cases	Amount (Rs.)	No. of cases	Amount (Rs.)	No. of cases	Amount (Rs.)	No. of cases	Amount (Rs.)
Suit filed accounts								

**9. Financial summary:**

- (i) Ratio of Net Owned Funds to Deposits
- (ii) Total amount of unencumbered Term Deposits(Rs)
- (iii) Names and addresses of the Scheduled Commercial Bank/Post Office where such deposits have been Placed, with the amount of deposit in each.
- (iv) Percentage of unencumbered Term Deposits to the total deposits outstanding

- (v) Paid up share capital(total)
- (vi) Amount of paid up Preference Share capital
  - (a) Outstanding at the beginning of the half year
  - (b) Redeemed during the period
  - (c) Outstanding at the end of the half year

---

**Verification**

I am authorized by the Board of Directors of the Company vide resolution no..... dated..... to sign this form and declare that all the requirements of Companies Act, 2013 (18 of 2013) and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given hereinabove is true, correct and complete including the attachments to this form and nothing material has been suppressed. It is hereby further certified that the professional (Name and Type i.e. C.A/CS/CWA/ to Given) certifying this form has been duly engaged for this purpose.

**To be digitally signed by**

Designation (to be given)

DIN of the person signing the form

**Certificate by practicing professional**

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 (18 of 2013) and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars [including attachment(s)] from the original records maintained by the Company (name of Nidhi) which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that;

- a. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- b. All the required attachments have been completely and legibly attached to this form;
- c. It is understood that I shall be liable for action under Section 448 of the Companies Act, 2013 for wrong certification, if any found at any stage.

Signature

Chartered Accountant/ Cost Accountant/Company Secretary in practice whether Associate or Fellow

Membership No. and also CP No.

---

**Note:** This eform has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the filing company. Attention is also drawn to provisions of Section 448 which provide for punishment for false statement and certification.

[F. No. 1/24/2013-CL-V]

RENUKA KUMAR, Jt. Secy.

[TO BE PUBLISHED IN THE GAZETTE OF INDIA, EXTRAORDINARY, PART II, SECTION 3, SUB-SECTION (i)]

**Government of India  
Ministry of Corporate Affairs  
Notification**

New Delhi, 1<sup>st</sup> July, 2019

**G.S.R.....(E).**— In exercise of the powers conferred by sub-section (1) of section 406 read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013, the Central Government hereby makes the following rules, to amend the Nidhi Rules, 2014, namely:-

1. (1) These rules may be called the Nidhi (Amendment) Rules, 2019.

(2) They shall come into force with effect from 15 August, 2019.

2. In the Nidhi rules, 2014 (hereinafter referred to as "said rules"), in rule 2, after clause (c), the following clause shall be inserted, namely:-

"(d) every company declared as Nidhi or Mutual Benefit Society under sub-section (1) of section 406 of the Act".

3. In the said rules, in rule 3, after clause (d), the following clause shall be inserted, namely:-

'(da) "*Nidhi*" means a company which has been incorporated as a *Nidhi* with the object of cultivating the habit of thrift and savings amongst its members, receiving deposits from, and lending to, its members only, for their mutual benefit, and which complies with the rules made by the Central Government for regulation of such class of companies.'

4. In the said rules, after rule 3, the following rule shall be inserted, namely:-

**"3A. Declaration of Nidhis .—** The Central Government, on receipt of application (in Form NDH-4 along with fee thereon) of a public company for declaring it as Nidhi and on being satisfied that the company meets the requirements under these rules, shall notify the company as a Nidhi in the Official Gazette:

Provided that a Nidhi incorporated under the Act on or after the commencement of the Nidhi (Amendment) Rules, 2019 shall file Form NDH-4 within sixty days from the date of expiry of:-

(a) one year from the date of its incorporation; or

(b) the period up to which extension of time has been granted by the Regional Director under sub-rule (3) of rule 5:

Provided further that nothing in the first proviso shall prevent a Nidhi from filing Form NDH-4 before the period referred therein:

Provided also that that in case a company does not comply with the requirements of this rule, it shall not be allowed to file Form No. SH-7 (Notice to Registrar of any alteration of share capital) and Form PAS-3 (Return of Allotment).".

5. In the said rules, in rule 4, -

- (i) in sub-rule (1), the words, "to be incorporated under the Act" shall be omitted;
- (ii) in sub-rule (5), the words "Company incorporated as a" shall be omitted.

6. In the said rules, in rule 5, -

- (i) in sub-rule (1), for the words "from the commencement of these rules", the words "from the date of its incorporation" shall be substituted;
- (ii) in sub-rule (3), before the Explanation, the following proviso shall be inserted, namely:-

"Provided that the Regional Director may extend the period upto one year from the date of receipt of application.".

(iii) in sub-rule (4), after the words, brackets and figure "contained in sub-rule (1)", the words, brackets and figures "and gets itself declared under sub-section (1) of section 406" shall be inserted.

7. In the said rules, in rule 7, in sub-rule (1), after the words "shall issue" the words "fully paid up" shall be inserted.

8. In the said rules, in rule 12,—

- (i) in sub-rule (1) after clause (b), the following clause shall be inserted namely:-

"(ba) The date of declaration or notification as Nidhi";";

- (ii) in sub-rule (2), in clause (a), for the words "Registrar of Companies", the words "Bench of the National Company Law Tribunal" shall be substituted.

9. In the said rules, in rule 23, in sub-rule (2),-

- (i) for the words "concerned Regional Director", the words, "Central Government" shall be substituted;
- (ii) for the words "such Regional Director", the words, "Central Government" shall be substituted;
- (iii) in the proviso, for the words "Regional Director", the words, "Central Government" shall be substituted.

10. In the said rules, after rule 23, the following rules shall be inserted, namely:-



**23A. Compliance with rule 3A by certain Nidhis:-** Every company referred to in clause (b) of rule 2 and every Nidhi incorporated under the Act, before the commencement of Nidhi (Amendment) Rules, 2019, shall also get itself declared as such in accordance with rule 3A within a period of one year from the date of its incorporation or within a period of six months from the date of commencement of Nidhi (Amendment) Rules, 2019, whichever is later:

Provided that in case a company does not comply with the requirements of this rule, it shall not be allowed to file Form No. SH-7 (Notice to Registrar of any alteration of share capital) and Form PAS-3 (Return of Allotment).

**23B. Companies declared as Nidhis under previous company law to file Form NDH-4:-** Every company referred in clause (a) of rule 2 shall file Form NDH-4 alongwith fees as per the Companies (Registration Offices and Fees) Rules, 2014 for updating its status:

Provided that no fees shall be charged under this rule for filing Form NDH-4, in case it is filed within six month of the commencement of Nidhi (Amendment) Rules, 2019:

Provided further that, in case a company does not comply with the requirements of this rule, it shall not be allowed to file Form No. SH-7 (Notice to Registrar of any alteration of share capital) and Form PAS-3 (Return of Allotment).

11. In the said rules, after the Form NDH-3, the following form shall be inserted, namely:-

## FORM NDH-4

[Pursuant to section 406 of the Companies Act, 2013 and rule 3A, rule 23A and rule 23B of the Nidhi Rules, 2014]

**Form for filing application for declaration as Nidhi Company and for updation of status by Nidhis.**

Form language      ☐ English   ☐ Hindi

**Refer the instruction kit for filing the form.**

\*This form is for:    ☐ Application for declaration as Nidhi Company  
                                 ☐ Application for updating of status as Nidhi

1(a). \*Corporate Identification Number (CIN)

Pre-fill

(b). Global Location number (GLN) of Company

2(a). Name of the company

(b) Address of Registered

office of the company

(c) Phone

(d) Fax

(e) \*email id of the company

3. \*Equity paid-up capital

4. Number of members as on date of application/ updation of status

5. \*Do the objects of the company as per its memorandum and article of association cover only those activities permitted for approved Nidhi companies ☐ Yes ☐ No

6. If no, give details of any activities in the memorandum of association (MoA) not permitted by Nidhi Rules, 2014.

7(a). \* Whether the company has carried out any financial dealings with any person other than its members. ☐ Yes ☐ No

(b). If yes, give details

8(a). \*Whether the company has complied with the Nidhi Rules, 2014 ☐ Yes ☐ No

(b) If no, give details and reasons thereof

9(a). \*Number of branches opened by the company and places where opened along with dates of opening

Details of branches

Name of Branch	District	State/UT	Date of Opening

10. \*The ratio of net owned funds to deposits accepted

11. \*Is the ratio of loan on immovable property within the prescribed limit ☐ Yes ☐ No

### Attachments

1. Copy of resolution of the board of directors in support of the proposal of the company
2. Certificate signed by two directors regarding the number of members as on date of application (membership should not be less than 200)
3. Certificate from the auditors of the company to the effect that the company has complied with the Nidhi Rules, 2014.
4. Copy of notification through which company was declared Nidhi under the Companies Act, 1956 or previous company law (where applicable)
5. Optional Attachments, if any

List of Attachments

### **Declaration**

To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete.



I have been authorised by the board of directors' resolution dated  (DD/MM/YYYY) to sign and submit this application

**\*To be digitally signed by**

Director or manager or secretary or CEO or CFO of the company

DSC Box

Designation

DIN of the director; PAN of the manager or CEO or CFO or membership number of company secretary

**Certificate by practicing professional**

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

To be digitally signed by

DSC Box

- ☐ Chartered accountant (in whole-time practice); or
- ☐ Cost accountant (in whole-time practice); or
- ☐ Company secretary (in whole-time practice)

Whether associate or fellow ☐ Associate ☐ Fellow

Membership number

Certificate of Practice number

---

**Note: Attention is also drawn to provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

Modify	Check Form	Prescrutiny	Submit
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**For office use only :**

eForm Service request number (SRN)

**Digital signature of the authorising officer**

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing

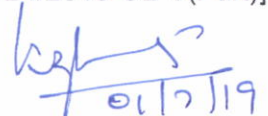
Affix filing details

eForm filing date  (DD/MM/YYYY)

Confirm Submission

(DD/MM/YYYY)

[F.No.1/24/2013-CL-V(Part)]

  
 (K.V.R. Murty)

Joint Secretary to the Government of India

Note : The principal rules were published in the Gazette of India, Extraordinary, Part II, Section of Sub-section (i) vide number G.S.R.258 (E), dated the 31st March, 2014.

**भारत सरकार**  
**कारपोरेट कार्य मंत्रालय**  
**अधिसूचना**

नई दिल्ली, 1 जुलाई, 2019

**सा.का.नि. .... (अ).-** केन्द्रीय सरकार, कंपनी अधिनियम, 2013 की धारा 469 की उप-धारा (1) और उप-धारा (2) के साथ पठित धारा 406 की उप-धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, निधि नियम, 2014 का संशोधन करने के लिए निम्नलिखित नियम बनाती है अर्थात् :-

1. (1) इन नियमों का संक्षिप्त नाम निधि (संशोधन) नियम, 2019 है।  
(2) ये राजपत्र में 15 अगस्त, 2019 से प्रवृत्त होंगे।
2. निधि नियम, 2014 (जिसे इसमें इसके पश्चात् “उक्त नियम” कहा गया है) के नियम 2 में, खंड (ग) के पश्चात् निम्नलिखित खंड अंतःस्थापित किया जाएगा, अर्थात्:-

“(घ) अधिनियम की धारा 406 की उपधारा (1) के अधीन निधि या परस्पर लाभकारी सोसाइटी के रूप में घोषित प्रत्येक कंपनी”

3. उक्त नियमों के नियम 3 में, खंड (घ) के पश्चात्, निम्नलिखित खंड अंतःस्थापित किया जाएगा, अर्थात्:-

“(घ क) “निधि” से ऐसी कंपनी अभिप्रेत है जिसका निगमन उसके सदस्यों में मितव्ययिता और बचत की आदत को बढ़ावा देने के उद्देश्य से किया गया है, जो केवल उसके सदस्यों से उनके पारस्परिक फायदे के लिए उसके सदस्यों से जमा प्राप्त करती है और उन्हें ऋण देती है और जो कंपनियों के ऐसे वर्ग का विनियमन करने के लिए केंद्रीय सरकार द्वारा बनाए गए नियमों का पालन करती है।

4. उक्त नियमों के नियम 3 के पश्चात्, निम्नलिखित नियम अंतःस्थापित किया जाएगा, अर्थात्:-

**“3क. निधियों की घोषणा.** - केंद्रीय सरकार द्वारा, किसी पब्लिक कंपनी को निधि के रूप में घोषित किये जाने के लिए आवेदन [उसकी फीस सहित प्ररूप एनडीएच-4] प्राप्त होने



तथा इस बात से संतुष्ट हो जाने पर कि वह कंपनी इन नियमों के अधीन अपेक्षाओं को पूरा करती है, उस कंपनी को राजपत्र में एक निधि कंपनी के रूप में अधिसूचित किया जाएगा”।

परंतु कि निधि (संशोधन) नियम, 2019 प्रवृत्त होने पर या उसके बाद इस अधिनियम के अधीन निगमित निधि निम्नलिखित की समाप्ति की तारीख के साठ दिन के भीतर प्ररूप एनडीएच-4 फाइल करेगी:-

(क) इसके निगमन की तारीख से एक वर्ष; या

(ख) नियम 5 के उपनियम (3) के अधीन प्रादेशिक निदेशक द्वारा दी गई समय विस्तार की अनुमति की अवधि:

परंतु यह और कि पहले परंतुक में ऐसा कुछ भी किसी निधि को उसमें उल्लिखित अवधि से पहले प्ररूप एडीएच-4 फाइल करने से नहीं रोकेगा;

परंतु यह भी कि यदि कोई कंपनी इस नियम की अपेक्षाओं का अनुपालन नहीं करती है, तो उसे प्ररूप संख्या एसएच-7 (शेयरपूंजी में किसी परिवर्तन के लिए रजिस्ट्रार को सूचना) और प्ररूप पीएस-3 (आबंटन की विवरणी) फाइल करने की अनुमति नहीं दी जाएगी।

5. उक्त नियमों में, नियम 4 में-

(i) उप-नियम (1) में, “अधिनियम के अधीन निगमित की जाने वाली” शब्दों का लोप किया जाएगा ;

(ii) उप-नियम (5) में, “के रूप में निगमित प्रत्येक कंपनी” शब्दों का लोप किया जाएगा।

6. उक्त नियमों के नियम 5, में-

(i) उप-नियम (1) में “इन नियमों के प्रारंभ से” शब्दों के स्थान पर “इसके निगमन की तारीख से” शब्दों को रखा जाएगा।

(ii) उप-नियम (3) में, स्पष्टीकरण के पूर्व निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात्:-

“परंतु कि क्षेत्रीय निदेशक इस अवधि को आवेदन प्राप्ति की तारीख से एक वर्ष की अवधि तक बढ़ा सकेगा।”

(iii) उप-नियम (4) में “उप-नियम (1) में अंतर्विष्ट उपबंधों का अनुपालन न करे” शब्दों, कोष्ठकों और अंकों के पश्चात् “और धारा 406 की उपधारा (1) के अधीन स्वयं को घोषित करवाये” शब्द, कोष्ठक और अंक अंतःस्थापित किए जाएंगे।

7. उक्त नियमों के नियम 7 के उपनियम (1) में “साधारण” शब्दों के पश्चात् “पूर्ण प्रदत्त” शब्द अंतःस्थापित किए जाएंगे।

8. उक्त नियमों के नियम 12 में,-

(i) उप-नियम (1) में, खंड (ख) के पश्चात् निम्नलिखित खंड अंतःस्थापित किया जाएगा, अर्थात्:-

“(खक) “निधि” के रूप में घोषणा अथवा अधिसूचना की तारीख”;;

(ii) उप-नियम (2) के, खंड (क) में “कंपनी रजिस्ट्रार” शब्दों के स्थान पर “राष्ट्रीय कंपनी विधि अधिकरण की न्यायपीठ” शब्द रखे जाएंगे।

9. उक्त नियमों के नियम 23 के उप-नियम (2) में,

(i) “संबंधित क्षेत्रीय निदेशक” शब्दों के स्थान पर “केंद्रीय सरकार” शब्द रखे जाएंगे;

(ii) “ऐसे क्षेत्रीय निदेशक” शब्दों के स्थान पर “केंद्रीय सरकार” शब्द रखे जाएंगे;

(iii) इस परंतुक में “क्षेत्रीय निदेशक” शब्दों के स्थान पर “केंद्रीय सरकार” शब्द रखे जाएंगे।

10. उक्त नियमों में, नियम 23 के पश्चात्, निम्नलिखित नियम अंतःस्थापित किए जाएंगे, अर्थात्:-

**23क. कतिपय निधियों द्वारा नियम 3क का अनुपालन:-** नियम 2 के खंड (ख) में निर्दिष्ट प्रत्येक कंपनी और निधि (संशोधन) नियम, 2019 के प्रारंभ से पूर्व इस अधिनियम के अधीन निगमित प्रत्येक निधि उसके निगमन की तारीख से एक वर्ष की अवधि के भीतर या निधि (संशोधन) नियम, 2019 के प्रारंभ की तारीख से छह माह की अवधि के भीतर, जो भी पश्चातवर्ती हो, नियम 3क के अनुसार स्वयं को भी उस रूप में घोषित करवाएगी:

परंतु कि यदि किसी कंपनी द्वारा इस नियम की अपेक्षाओं का अनुपालन नहीं किया जाता है तो उसे प्ररूप संख्या एसएच-7 (शेयर पूंजी में किसी परिवर्तन की सूचना रजिस्ट्रार को देना) और प्ररूप संख्या पीएस-3 (आबंटन की विवरणी) फाइल करने की अनुज्ञा नहीं दी जाएगी।

**23ख. पूर्ववर्ती कंपनी विधि के अधीन निधियों के रूप में घोषित कंपनियों द्वारा प्ररूप एनडीएच-4 का फाइल किया जाना:-** नियम 2 के खंड (क) में निर्दिष्ट प्रत्येक कंपनी अपनी स्थिति अद्यतन करने के लिए कंपनी (रजिस्ट्रीकरण कार्यालय और फीस) नियम, 2014 के अनुसार फीस सहित प्ररूप एनडीएच-4 फाइल करेगी:-



परंतु कि यदि निधि (संशोधन) नियम, 2019 के प्रारंभ होने के छह मास के भीतर प्ररूप एनडीएच-4 फाइल किया जाता है तो इस नियम के अधीन इसे फाइल करने के लिए कोई फीस प्रभारित नहीं होगी।

परंतु यह और कि यदि कोई कंपनी इस नियम की अपेक्षाओं का अनुपालन नहीं करती है तो उसे प्ररूप संख्या एसएच-7 (शेयर पूंजी में किसी परिवर्तन की सूचना रजिस्ट्रार को देना) और प्ररूप पीएएस-3 (आबंटन विवरणी) फाइल करने हेतु अनुज्ञात नहीं किया जाएगा।

11. मूल नियमों में, प्ररूप एनडीएच-3 के पश्चात्, निम्नलिखित प्ररूप अंतःस्थापित किया जाएगा, अर्थात्:-

<b>प्ररूप एनडीएच-4</b> <b>[कंपनी अधिनियम, 2013 की धारा 406 और</b> <b>निधि नियम, 2014 के नियम 3क, नियम 23क</b> <b>और नियम 23ख के अनुसरण में]</b>	<b>निधि कंपनी के रूप में घोषित किए जाने</b> <b>तथा निधियों द्वारा स्थिति के अद्यतन के</b> <b>लिए आवेदन दायर करने हेतु प्ररूप।</b>
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प्ररूप भाषा      ☐ अंग्रेजी   ☐ हिंदी

**प्ररूप दायर करने के लिए निर्देश किट का संदर्भ लें।**

यह प्ररूप निम्नलिखित के लिए है      ☐      निधि कंपनी के रूप में घोषणा हेतु आवेदन  
☐      निधि के रूप में स्थिति के अद्यतन हेतु आवेदन

1      (क). \*कारपोरेट पहचान संख्या (सीआईएन) ..... पूर्व-पूरित  
(ख). कंपनी की वैश्विक अवस्थिति संख्या (जीएलएन) .....

2      (क). कंपनी का नाम .....  
(ख). कंपनी के रजिस्ट्रीकृत कार्यालय का पता .....  
(ग) फोन .....  
(घ) फैक्स .....  
(ङ) \*कंपनी का ई-मेल पता .....

3 \*साधारण समादत्त पूंजी .....

4. आवेदन/स्थिति के अद्यतन की तारीख तक सदस्यों की संख्या .....

5. \*क्या कंपनी के उद्देश्य उसके संगम ज्ञापन और अनुच्छेद के अनुसार केवल अनुमोदित निधि कंपनियों के लिए अनुमत कार्यकलापों को ही मंजूरी देते हैं।      0 हां      0 नहीं

6. यदि नहीं, तो संगम ज्ञापन (एमआए) के ऐसे कार्यकलापों का विवरण दें जिनकी निधि नियम, 2014 द्वारा मंजूरी नहीं दी गई है।

--

7.      (क) \*क्या कपनी ने अपने सदस्यों के अतिरिक्त किसी अन्य व्यक्ति के साथ कोई वित्तीय लेन-देन किया है।      ☐ हां   ☐ नहीं  
(ख) यदि हां, तो ब्यौरे दें

--

8 (क) \*क्या कंपनी ने निधि नियम, 2014 का अनुपालन किया है?  
(ख) यदि नहीं, तो कारण सहित ब्यौरे दें

0 हां 0 नहीं

9. \*कंपनी द्वारा खोली गई शाखाओं की संख्या और तारीख सहित उन स्थानों जहां खोली गई।

शाखाओं के ब्यौरे

शाखा का नाम	जिला	राज्य/संघ राज्य क्षेत्र	खोलने की तारीख

10. \*स्वीकृत जमा के लिए स्वामित्वाधीन निधियों का अनुपात .....

11. \*क्या स्थावर संपत्तियों पर ऋण का अनुपात विहित परिसीमा के भीतर है। 0हां 0नहीं

#### संलग्नक

1. कंपनी के प्रस्ताव के समर्थन में निदेशक मंडल के संकल्प की प्रति
2. आवेदन की तारीख तक सदस्य संख्याओं से संबंधित दो निदेशकों द्वारा हस्ताक्षरित प्रमाण-पत्र (200 से कम सदस्यता नहीं होने चाहिए)
3. कंपनी के लेखा-परीक्षकों से इस प्रभाव का प्रमाण-पत्र कि कंपनी ने निधि नियम, 2014 का अनुपालन किया है।
4. अधिसूचना की प्रति जिसके माध्यम से कंपनी को कंपनी अधिनियम, 1956 को या पूर्व कंपनी विधि (जो भी लागू हो) अधीन निधि घोषित किया गया था
5. वैकल्पिक अनुलग्नक, यदि कोई हों।

संलग्नकों की सूची

--

संलग्न हटाएं

### घोषणा

मेरी सर्वोच्च जानकारी और विश्वास के अनुसार, इस आवेदन में दी गई सूचनाएं और इसके संलग्नक सही तथा पूर्ण हैं।

मुझे निदेशक बोर्ड के तारीख ..... दिन/ मास/ वर्ष के संकल्प द्वारा इस आवेदन पर हस्ताक्षर करने और इसे प्रस्तुत करने के लिए प्राधिकृत किया गया है।

#### **\*डिजिटल हस्ताक्षर किये जाएं**

कंपनी का प्रबंधक या सचिव या सीईओ या सीएफओ (डीएससी बॉक्स)  
पदनाम .....

निदेशक की निदेशक पहचान संख्या; प्रबंधक या  
सीईओ या सीएफओ का पैन या कंपनी सचिव  
की सदस्यता संख्या .....

### **व्यवसायरत वृत्तिक द्वारा प्रमाण पत्र**

मैं यह घोषणा करता हूं कि मुझे इस प्ररूप के प्रमाणीकरण के लिए विधिवत् रूप से नियुक्त किया गया है। यह प्रमाणित किया जाता है कि मैंने कंपनी अधिनियम, 2013 के उपबंधों और उसके अधीन बनाए गए नियमों के इस प्ररूप की विषयवस्तु और इसके आनुषंगिक विषयों के लिए अवलोकन कर लिया है और मैंने कंपनी द्वारा अनुरक्षित मूल अभिलेखों से उपरोक्त विशिष्टियों (संलग्नकों सहित) जो इस प्ररूप की विषयवस्तु है, का सत्यापन कर लिया है, और उन्हें सत्य, सही और पूर्ण पाया है तथा इस प्ररूप में कोई जानकारी छिपायी नहीं गई है। मैं यह भी प्रमाणित करता हूं कि:

- उक्त अभिलेखों को कंपनी के अपेक्षित अधिकारियों द्वारा उचित रूप से तैयार और हस्ताक्षरित किया गया है और इसे कंपनी अधिनियम, 2013 के संगत उपबंधों के अनुसार रखा गया है और इन्हें उचित पाया गया है;



- ii. सभी अपेक्षित अनुलग्नकों को संपूर्ण रूप से और स्पष्ट रूप से इस प्ररूप से संलग्नक किया गया है। (डीएससी बॉक्स)
- चार्टर्ड अकाउंटेंट (पूर्णकालिक व्यवसायरत) या
  - लागत लेखापाल (पूर्णकालिक व्यवसायरत) या
  - कंपनी सचिव (पूर्णकालिक व्यवसायरत)

क्या सहयुक्त है या अध्येता                      0 सहयुक्त                      0 अध्येता  
सदस्यता संख्या                      ..... व्यवसाय संख्या का प्रमाणपत्र                      .....

टिप्पण: कंपनी अधिनियम, 2013 की धारा 447, धारा 448 और धारा 449 के उपबंधों के प्रति भी ध्यान आकृष्ट किया जाता है जिसमें क्रमशः धोखाधड़ी के लिए दंड, मिथ्या कथन के लिए दंड और मिथ्या साक्ष्य के लिए दंड का उपलब्ध है।

संशोधित करें

जांच प्ररूप

पूर्व संवीक्षा

प्रस्तुत करें

केवल कार्यालय उपयोग के लिए

(कार्यालय फाइलिंग ब्यौरा)

ई-प्ररूप सेवा अनुरोध संख्या (एसआरएन) ..... ई-प्ररूप फाइल करने की तारीख  
..... (दिन/माह/वर्ष)

प्राधिकृत करने वाले अधिकारी के अंकीय हस्ताक्षर

यह ई-प्ररूप स्वीकार किया जाता है .....

प्रस्तुतिकरण की पुष्टि करें

यह ई-प्ररूप अस्वीकार किया जाता है .....

हस्ताक्षर करने की तारीख ..... (दिन/माह/वर्ष)

[फा. सं. 1/24/2013-सीएल-V (पार्ट)]

के.वी.आर. मूर्ति  
01/07/19  
(के.वी.आर. मूर्ति)

संयुक्त सचिव, भारत सरकार

टिप्पण: मूल नियम भारत के राजपत्र, असाधारण, भाग-2, उप खंड (i) के खंड में संख्याक सा.का.नि. 258(अ), तारीख 31 मार्च, 2014 द्वारा प्रकाशित किए गये थे।



# भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-19042022-235215  
CG-DL-E-19042022-235215

असाधारण  
EXTRAORDINARY

भाग II—खण्ड 3—उप-खण्ड (i)  
PART II—Section 3—Sub-section (i)

प्राधिकार से प्रकाशित  
PUBLISHED BY AUTHORITY

सं. 287]  
No. 287]

नई दिल्ली, मंगलवार, अप्रैल 19, 2022/चैत्र 29, 1944  
NEW DELHI, TUESDAY, APRIL 19, 2022/CHAITRA 29, 1944

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 19 अप्रैल, 2022

सा.का.नि. 301(अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 की उपधारा (1) और उपधारा (2) के साथ पठित धारा 406 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, निधि नियम, 2014 का और संशोधन करने हेतु निम्नलिखित नियम बनाती है, अर्थात्:-

1. संक्षिप्त नाम और प्रारंभ. (1) इन नियमों का संक्षिप्त नाम निधि (संशोधन) नियम, 2022 है।

(2) ये राजपत्र में इनके प्रकाशन की तारीख को प्रवृत्त होंगे।

2. निधि नियम, 2014 में, (जिसे इसमें इसके पश्चात् उक्त नियम कहा गया है), नियम 3 में, उप-नियम (1) में, खंड (क) के पश्चात्, निम्नलिखित खंड अतः स्थापित किया जाएगा, अर्थात्:-

“(कक) ‘शाखा’ से निधि के रजिस्ट्रीकृत कार्यालय से भिन्न कोई स्थान अभिप्रेत है।”

3.(1) उक्त नियमों के नियम 3क में, तीसरे परंतुक के पश्चात्, निम्नलिखित परंतुक अतः स्थापित किए जाएंगे, अर्थात्:-

“परंतु यह भी कि, कोई कंपनी, जो इस नियम की अपेक्षाओं का अनुपालन नहीं करती है, या निधि (संशोधन) नियम, 2022 के होने या उसके पश्चात् ऐसी अपेक्षाओं के अनुपालन में विफल रहती है, या कंपनी द्वारा प्ररूप एनडीएच-4 में प्रस्तुत किया गया आवेदन केंद्रीय सरकार द्वारा अस्वीकार किया जाता है या अस्वीकृत किए जा चुके मामले में, किसी ऐसे गैर अनुपालन की तारीख से या ऐसे उपरोक्त नियमों के प्रारंभ होने की तारीख से या प्ररूप एनडीएच-4 में आवेदन की अस्वीकृति की तारीख से, जो भी पश्चात्तवर्ती हो, अपने सदस्यों से जमा प्राप्त नहीं करेगी या इन नियमों के उपबंधों के अधीन कोई ऋण उपलब्ध नहीं कराएगी।

परंतु यह भी कि यदि कंपनी द्वारा गैर-अनुपालन की तारीख के पश्चात् या या उक्त नियमों के प्रारंभ होने की तारीख या प्ररूप एनडीएच-4 में किए गए आवेदन की अस्वीकृति की तारीख, जो भी पश्चात्तवर्ती हो, किसी प्रकार की जमा राशि को प्राप्त किया गया है, जैसा कि उपर्युक्त चौथे परंतुक में निर्दिष्ट है, तो उसे इस अधिनियम के अध्याय 5 के अनुसरण में एकत्रित किया गया माना जाएगा, और यथा-स्थिति उस अध्याय के अधीन या अधिनियम के किन्हीं अन्य उपबंधों या तद्धीन बनाए गए नियमों की सभी अपेक्षाओं के अध्यधीन होगा।

परंतु यह भी कि उक्त नियमों के प्रारंभ होने की तारीख को या उसके पश्चात् निधि के रूप में निगमित कंपनियों को इस नियम का कुछ भी लागू नहीं होगा।

(3)(2) उक्त नियमों के नियम 3क के पश्चात्, निम्नलिखित नियम अंतःस्थापित किया जाएगा, अर्थात्:-

“3ख(1) निधि (संशोधन) नियम, 2022 के प्रारंभ को और उसके पश्चात्, निधि के रूप में घोषित किए जाने के लिए इच्छुक कोई पब्लिक कंपनी, प्ररूप एनडीएच 4 में, अपने निगमन के एक सौ बीस दिन की अवधि के भीतर, निधि के रूप में घोषणा करने हेतु आवेदन करेगी, यदि वह निम्नलिखित शर्तें पूरी करती है, अर्थात्:-

- (i) उसके सदस्यों की संख्या दो सौ से कम न हो; और
- (ii) उसकी निवल स्वामित्व निधि बीस लाख रूपए या इससे अधिक हो।

(2) कंपनी, प्ररूप एनडीएच-4 के साथ इस उप-नियम के अनुसार, कंपनी के सभी संप्रवर्तकों और निदेशकों द्वारा उपयुक्त और उचित व्यक्ति मापदंड के पूरा करने के संबंध में घोषणा भी संलग्न करेगी।

(3) क्या कोई संप्रवर्तक या निदेशक उपयुक्त और उचित व्यक्ति है, इसके अवधारण के प्रयोजन हेतु, निम्नलिखित को ध्यान में रखा जाएगा, अर्थात्:

(क) व्यक्ति की सत्यनिष्ठा, ईमानदारी, नैतिक व्यवहार, प्रतिष्ठा, निष्पक्षता और चरित्र; और

(ख) व्यक्ति में निम्नलिखित में से कोई निरर्हताएं न हो, अर्थात्:

- (i) केंद्रीय सरकार द्वारा प्राधिकृत किसी व्यक्ति द्वारा ऐसे व्यक्ति के विरुद्ध दंड प्रक्रिया संहिता 1973 (1974 का 2) की धारा 154 के अधीन आपराधिक शिकायत या सूचना फाइल की गई है जो लंबित है;
- (ii) आर्थिक अपराधों से संबंधित मामलों में किसी प्रवर्तन एजेंसी द्वारा ऐसे व्यक्ति के विरुद्ध आरोप पत्र फाइल की गई है जो लंबित है;
- (iii) किसी नियामक प्राधिकरण या प्रवर्तन एजेंसी द्वारा कंपनी विधि, प्रतिभूति विधि या वित्तीय विपणन से संबंधित किसी मामले में ऐसे किसी व्यक्ति के विरुद्ध रोकने, प्रतिबंध या निष्कासन का कोई आदेश पारित किया गया है जो प्रवृत्त है;
- (iv) नैतिक अधमता अन्तर्वलित करने वाले किसी अपराध के लिए ऐसे किसी व्यक्ति के विरुद्ध किसी न्यायालय द्वारा सिद्धदोष का कोई आदेश पारित किया गया है;
- (v) ऐसा व्यक्ति दिवालिया घोषित किया गया है और उसे उन्मोचित नहीं किया गया है;
- (vi) सक्षम क्षेत्राधिकार न्यायालय द्वारा ऐसे व्यक्ति को विकृतचित्त पाया गया है और निष्कर्ष प्रवर्तनशील है;
- (vii) ऐसा व्यक्ति स्वैच्छिक व्यतिक्रमी के रूप में वर्गीकृत किया गया है;
- (viii) ऐसा व्यक्ति फरार वित्तीय अपराधी घोषित किया गया हो;
- (ix) ऐसा व्यक्ति पांच या अधिक निगमित या निधि के रूप में घोषित कंपनियों में निदेशक या तीन या अधिक निगमित या निधि के रूप में घोषित कंपनियों में संप्रवर्तक है।

(4) केंद्रीय सरकार, प्ररूप एनडीएच-4 में फाइल किए गए आवेदन की संपरीक्षा करेगी और पैंतालीस दिनों के भीतर अपना निर्णय कंपनी को संसूचित करेगी:

परंतु यदि प्ररूप एनडीएच-4 में फाइल किए गए आवेदन पर, ऐसे आवेदन की प्राप्ति के उक्त अवधि के भीतर केंद्रीय सरकार द्वारा निर्णय नहीं लिया जाता है तो उसे अनुमोदित समझा जाएगा।

- (5) यह समाधान हो जाने पर कि कंपनी, उप-नियम (2) और उप-नियम (3) के अधीन अपेक्षाओं को पूरा करती है, केंद्रीय सरकार, यथास्थिति इस बात से संतुष्ट होने पर इसे निधि या परस्पर लाभ सोसायटी, के रूप में घोषणा करने की राजपत्र में अधिसूचित करेगी।

परंतु आवेदन को अनुमोदित करने के केंद्रीय सरकार का निर्णय, कंपनी द्वारा, इस अधिनियम की धारा 10क के अधीन अपेक्षा के अनुसार प्ररूप 20क सहित रजिस्ट्रार के समक्ष फाइल किया जाएगा।

परंतु यह और कि ऐसी कंपनी, कंपनी (निगमन) नियम, 2014 के नियम 12 के अधीन दी गई घोषणा के अनुसरण में अपना कारोबार केवल केंद्रीय सरकार से उसके आवेदन को अनुमोदन करने के विनिश्चय को अभिप्राप्त करने पर ही प्रारंभ करेगी।

- (6) यदि कंपनी इस नियम के उप-नियम 1 की अपेक्षाओं का अनुपालन नहीं करती है तो, उसे प्ररूप एसएच-7 (शेयर पूंजी के किसी प्रकार के फेरबदल का रजिस्ट्रार को नोटिस) और प्ररूप पीएस-3 (आबंटन की विवरणी) फाइल करना अनुज्ञात नहीं होगा।

- (7) इस नियम के उपबंध निधि (संशोधन) नियम, 2022 के प्रारंभ होने से पूर्व इस अधिनियम के अधीन निगमित किसी पब्लिक कंपनी पर लागू नहीं होंगे।

#### 4. उक्त नियमों के नियम 4 में, उप-नियम (1) में:-

(क) 'पांच लाख रुपए' शब्दों के स्थान पर 'दस लाख रुपए' शब्द रखे जाएंगे;

(ख) निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात्:-

"परंतु निधि (संशोधन) नियम, 2022 के प्रारंभ की तारीख को विद्यमान प्रत्येक निधि, ऐसे प्रारंभ की तारीख से अठारह मास की अवधि के भीतर इस अपेक्षा का अनुपालन करेगी।

#### 5. उक्त नियमों में, नियम 5 में, निम्नलिखित उप-नियम अंतःस्थापित किया जाएगा, अर्थात्:-

(5) इस नियम के उपबंध, निधि (संशोधन) नियम, 2022 के आरंभ को या उसके पश्चात् निधि के रूप में निगमित कंपनियों को लागू नहीं होंगे।

#### 6. उक्त नियमों के, नियम 6 में, -

(i) खंड (घ) के स्थान पर, निम्नलिखित खंड रखा जाएगा, अर्थात्:-

"(घ) किसी अन्य कंपनी की प्रतिभूतियां क्रय या अर्जित करना या किसी अन्य कंपनी के निदेशक बोर्ड की संरचना को किसी भी रीति में नियंत्रित करना या इसके प्रबंधन में परिवर्तन के लिए किसी व्यवस्था में प्रविष्ट होना";

(ii) खंड (ट) के पश्चात्, निम्नलिखित खंड अंतःस्थापित किया जाएगा, अर्थात्:-

"(ट) निधि के सदस्यों को अग्रिम ऋणों के प्रयोजन के लिए बैंकों या वित्तीय संस्थानों या किसी अन्य स्रोत से ऋण लेना।

#### 7. उक्त नियमों के नियम 8 में, उप-नियम (3) के पश्चात्, निम्नलिखित उप-नियम अंतःस्थापित किया जाएगा, अर्थात्:-

"(4) कोई सदस्य अपनी शेयर होल्डिंग के पचास प्रतिशत से अधिक (ऋण लेने या जमा किए जाने की तारीख को) यथा-स्थिति ऐसे ऋण या जमा के अस्तित्व के दौरान, हस्तांतरित नहीं करेगा।

परंतु सदस्य हर समय नियम 7 के उपनियम (3) के अधीन अपेक्षित शेयर न्यूनतम संख्या में बनाए रखे रहेगा।

#### (8) उक्त नियमों में, नियम 9 में,-

(क) "दस लाख" शब्दों के स्थान पर "बीस लाख" शब्द रखे जाएंगे;



(ख) निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात्:-

“परन्तु निधि (संशोधन) नियम, 2022 के प्रारंभ की तारीख को विद्यमान प्रत्येक निधि, ऐसे आरंभ की तारीख से अठारह मास की अवधि के भीतर इस अपेक्षा का अनुपालन करेगी”।

9. उक्त नियमों के, नियम 10 में,-

(i) उप-नियम (3) में, “क्षेत्रीय निदेशक” शब्दों के पूर्व, “कंपनी (रजिस्ट्रीकरण कार्यालय और फीस) नियम, 2014 में विनिर्दिष्ट फीस के साथ प्ररूप एनडीएच-2 में आवेदन द्वारा”, शब्द अंतःस्थापित किए जाएंगे;

(ii) उप-नियम (4) और उप-नियम (5) में, “अथवा एकत्रीकरण केंद्र अथवा कार्यालय अथवा जमा केंद्र अथवा चाहे जिस नाम से भी ज्ञात हो” शब्दों का लोप किया जाएगा;

(iii) उप-नियम (6) के स्थान पर, निम्नलिखित उप-नियम रखा जाएगा, अर्थात्:-

“(6)(क) कोई निधि, किसी शाखा को तब तक बंद नहीं करेगी, जब तक,-

(i) विद्यमान जमाओं का भुगतान कैसे किया गया है या किया जाएगा और विद्यमान ऋण को कैसे वसूला जाएगा इस योजना के साथ शाखा को बंद करने का प्रस्ताव बोर्ड द्वारा उसकी बैठक में विधिवत् अनुमोदित न कर दिया गया है; और

(ii) इसने कंपनी (रजिस्ट्रीकरण कार्यालय और फीस) नियम, 2014 में विनिर्दिष्ट फीस के साथ ऐसे बंद होने के कम से कम साठ दिन पूर्व प्ररूप एनडीएच-2 में लागू आवेदन द्वारा क्षेत्रीय निदेशक का पूर्व अनुमोदन प्राप्त न कर लिया है।

परन्तु क्षेत्रीय निदेशक ऐसे आवेदन पर विचार करेगा और ऐसे आवेदन की प्राप्ति के तीस दिनों की अवधि के भीतर आदेश पारित करेगा।

(ख) क्षेत्रीय निदेशक से अनुमोदन प्राप्त करने के पश्चात्, निधि-

(i) ऐसे बंद होने के बारे में जनता को सूचित करते हुए, ऐसे स्थान पर जहाँ वह कारोबार करता है, प्ररूप एनडीएच-5 के अनुसार, जन भाषा में एक समाचार पत्र में विज्ञापन प्रकाशित करेगी;

(ii) विज्ञापन के प्रकाशित होने की तारीख से कम से कम तीस दिनों की अवधि के लिए निधि के नोटिस बोर्ड के साथ-साथ संबंधित शाखा पर इस तरह के विज्ञापन या शाखा के बंद होने की सूचना देने वाले नोटिस की एक प्रति चस्पा करेगी,

(iii) ऐसे बंद होने के तीस दिन के भीतर एनडीएच-2 प्ररूप में कंपनी (रजिस्ट्रीकरण कार्यालय और फीस) नियम, 2014 में विनिर्दिष्ट फीस के साथ रजिस्ट्रार को सूचना देगी।”;

(iv) उप-नियम (6) के पश्चात्, निम्नलिखित उप-नियम (7) अंतःस्थापित किया जाएगा, अर्थात्:-

“(7) किसी भी स्थान को, जो एक पंजीकृत कार्यालय या एक शाखा नहीं है, जहाँ कोई निधि अपनी गतिविधियाँ करती है, निधि (संशोधन) नियम, 2022 के प्रारंभ के छह मास के भीतर बंद कर दिया जाएगा और प्ररूप एनडीएच-2 में इस संबंध में रजिस्ट्रार को सूचना भेजी जाएगी।”

10. उक्त नियमों के नियम 12 में, उप-नियम (1) में, “सोना” शब्द के पश्चात्, “चाँदी” शब्द अंतःस्थापित किया जाएगा।

11. उक्त नियमों के नियम 14 में, परंतुक में, “क्षेत्रीय निदेशक के पूर्व अनुमोदन” शब्दों के पूर्व “कंपनी (रजिस्ट्रीकरण कार्यालय और फीस) नियम, 2014 में विनिर्दिष्ट फीस के साथ प्ररूप एनडीएच-2 में आवेदन द्वारा” शब्द अंतःस्थापित किए जाएंगे।

12. उक्त नियमों के नियम 15 में, उप-नियम (1) में, निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात्:-

“परन्तु संयुक्त शेयरधारकों के मामले में, ऋण उस सदस्य को दिया जाएगा जिसका नाम सदस्यों के रजिस्टर में पहले होगा।”

13. उक्त नियमों के नियम 18 के स्थान पर, निम्नलिखित नियम रखा जाएगा, अर्थात्:-

“18. लाभांश – कोई निधि एक वित्तीय वर्ष में पच्चीस प्रतिशत से अधिक लाभांश की घोषणा नहीं करेगी।”

14. उक्त नियमों के नियम 20 में, उप-नियम (6) में, “सोना” शब्द जहाँ कहीं वह आता है, के पश्चात्, “या चाँदी” शब्द अंतःस्थापित किए जाएंगे।

15. उक्त नियमों के नियम 23 में, प्रथम परंतुक के पश्चात्, निम्नलिखित परंतुक अंतःस्थापित किए जाएंगे, अर्थात्:

“परन्तु यह और, कोई कंपनी, जो इस नियम की अपेक्षाओं का अनुपालन नहीं करती है, या उक्त निधि (संशोधन) नियम, 2022 के प्रारंभ की तारीख को या उसके पश्चात् ऐसी अपेक्षाओं के अनुपालन में विफल रहती है, या ऐसे मामले जहाँ कंपनी द्वारा प्ररूप एनडीएच-4 में प्रस्तुत आवेदन सरकार द्वारा अस्वीकृत किए जाते हैं या किए गए हैं, अपने सदस्यों से जमा राशि को प्राप्त नहीं करेगी या ऐसे गैर-अनुपालन की तारीख से, या उक्त नियमों के प्रारंभ की तारीख से, या प्ररूप एनडीएच-4 में आवेदन की अस्वीकृति की तारीख से, जो भी पश्चात्पूर्ती हो, इन नियमों के उपबंधों के अधीन अपने सदस्यों को ऋण उपलब्ध नहीं कराएगी।

परंतु यह भी कि गैर-अनुपालन की तारीख के पश्चात्, या उक्त नियमों के प्रारम्भ की तारीख से, या प्ररूप एनडीएच-4 में किए गए आवेदन की अस्वीकृति की तारीख से, जो भी पश्चात्पूर्ती हो, किसी कंपनी द्वारा किसी प्रकार की जमा राशि को प्राप्त करना, दूसरे परन्तुक में यथा-निर्दिष्ट है, इस अधिनियम के अध्याय-5 के अनुसरण में एकत्रित किया गया समझा जाएगा, और यथा-स्थिति उस अध्याय के अधीन या अधिनियम के किन्हीं अन्य उपबंधों के अधीन या तद्वर्ती बनाए गए नियमों, की सभी अपेक्षाओं के अधीन होगा।

16. उक्त नियमों के उपबंध में,

(1) प्ररूप एनडीएच-2 में -

(क) “अवधि बढ़ाने के लिए आवेदन” शीर्षक के स्थान पर, “क्षेत्रीय निदेशक को आवेदन और रजिस्ट्रार को सूचना”, शीर्षक रखा जाएगा;

(ख) क्रम सं. 4 के स्थान पर निम्नलिखित क्रम सं. रखा जाएगा, अर्थात्:-

“4. निम्नलिखित के लिए आवेदन फाइल किया गया:-

(i) नियम 5 के उप-नियम (3) के अधीन अवधि बढ़ाने हेतु

(ii) नियम 10 के उप-नियम (3) के अधीन शाखा खोलने हेतु क्षेत्रीय निदेशक की अनुज्ञा हेतु

(iii) नियम 10 के उप-नियम 6 के खंड (क) के अधीन शाखा बंद करने हेतु क्षेत्रीय निदेशक की अनुज्ञा हेतु

(iv) नियम 10 के अधीन शाखा खोलने या बंद करने हेतु रजिस्ट्रार को सूचना देने हेतु

(v) नियम 10 के अधीन संग्रहण केंद्रों आदि को बंद करने हेतु रजिस्ट्रार को सूचना देने हेतु

(vi) नियम 14 के अधीन भारमुक्त जमाओं को निकालने हेतु क्षेत्रीय निदेशक की अनुज्ञा हेतु।

(ग) क्रम सं. 6 के स्थान पर, निम्नलिखित क्रम सं. रखा जाएगा, अर्थात्:-

“6. ‘आवेदन हेतु कारण’।”

(2) उक्त नियमों के प्ररूप एनडीएच-3 में, क्रम सं. 9 में, (vi) के पश्चात् निम्नलिखित अंतःस्थापित किया जाएगा:-

“(vii) शुद्ध स्वामित्व निधि:\_\_\_\_\_”;

(3) प्ररूप एनडीएच-4 में-

(i) क्रम सं. 9 को “9(ख)” के रूप में पुनःसंख्यांकित किया जाएगा, और इस प्रकार पुनःसंख्यांकित क्रम सं. 9(ख) से पूर्व, निम्नलिखित क्रम सं. अंतःस्थापित किया जाएगा: अर्थात्:-

“9(क) शुद्ध स्वामित्व निधि:\_\_\_\_\_”;

(ii) संलग्नक शीर्षक के अधीन, क्रम संख्या. 5 के स्थान पर, निम्नलिखित रखा जाएगा, अर्थात्:-

“5. कंपनी के सभी प्रवर्तकों और निदेशकों द्वारा नियम 3ख के उप-नियम (3) के अनुसार, उपयुक्त और उचित व्यक्तिगत मानदंड को पूरा करने के संबंध में घोषणा;

6. वैकल्पिक संलग्नक, यदि कोई हो”

(4) प्ररूप एनडीएच-4 के पश्चात्, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:

#### “एनडीएच-5

शाखा को बंद करते समय दिए जाने वाले विज्ञापन का प्रारूप

[निधि नियम, 2014 के नियम 10 के उप-नियम (6) के अनुसरण में]

सूचना दी जाती है कि मैसर्स \_\_\_\_\_ (निधि) जिसका सीआईएन संख्याक \_\_\_\_\_ है, ने निम्नलिखित स्थानों पर स्थित निधि की शाखा(ओं)/ एकत्रीकरण केंद्र (द्रों)/एकत्रीकरण कार्यालय (यों)/जमा केंद्र (द्रों) को बंद करने के लिए \_\_\_\_\_ (संबंधित क्षेत्र) के क्षेत्रीय निदेशक का पूर्व अनुमोदन [अनुमोदन संख्या..... तारीख ..... द्वारा] प्राप्त कर लिया है:-

- 1.
- 2.
- 3.

तदनुसार, सर्व संबंधित को यह सूचित किया जाता है कि निधि की उपर्युक्त उल्लिखित शाखा(ओं)/ एकत्रीकरण केंद्र (द्रों)/एकत्रीकरण कार्यालय (यों)/ जमा केंद्र (द्रों) को तारीख.....से बंद कर दिया गया है।

निधि के प्राधिकृत हस्ताक्षरकर्ता द्वारा हस्ताक्षरित

[कृते \_\_\_\_\_ (निधि)]

निधि का पता \_\_\_\_\_।

[फा. सं. 5/28/2020-सीएल-VII]

मनोज पाण्डेय, संयुक्त सचिव

**टिप्पण:** मूल नियम भारत के राजपत्र में सा.का.नि. संख्या 258(अ), तारीख 31 मार्च, 2014 द्वारा प्रकाशित किए गए थे और अधिसूचना संख्या सा.का.नि.114(अ), तारीख 14 फरवरी, 2020 द्वारा अंतिम बार संशोधित किए गए।

## MINISTRY OF CORPORATE AFFAIRS

### NOTIFICATION

New Delhi, the 19th April, 2022

**G.S.R. 301(E).**—In exercise of the powers conferred by sub-section (1) of section 406 read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules, further to amend the Nidhi Rules, 2014, namely:-

1. **Short title and commencement.**- (1) These rules may be called the Nidhi (Amendment) Rules, 2022.

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

2. In the Nidhi rules, 2014 (hereinafter referred to as the said rules), in rule 3, in sub-rule (1), after clause (a), the following clause shall be inserted, namely:-

“(aa) ‘Branch’ means a place other than the registered office of Nidhi”,

3. (1) In rule 3A of the said rules, after the third proviso, the following provisos shall be inserted, namely:-

"Provided also that no company, which has not complied with the requirements of this rule, or fails to comply with such requirement on or after the commencement of the Nidhi (Amendment) Rules, 2022, or in case the application submitted by the company in Form NDH-4 is or has been rejected by the Central Government, shall raise any deposit from its members or provide any loan to its members under the provisions of these rules from the date of such non-compliance, or from the date of the commencement of the above said rules, or the date of rejection of the application in Form NDH-4, whichever is later.

Provided also that if any deposit raised by a company after the date of non-compliance, or the date of commencement of the above said rules, or the date of rejection of the application in Form NDH-4, whichever is later as referred to in the fourth proviso shall be deemed to have been raised in pursuance of Chapter V of the Act, and shall be subject to all the requirements under that Chapter, or under any other provisions of the Act or the rules made thereunder, as the case may be.

Provided also that nothing in this rule shall apply to companies incorporated as Nidhi on or after the commencement of the above said rules."

(3)(2) After rule 3A, of the said rules, the following rule shall be inserted, namely:-

" 3B. (1) On and after commencement of Nidhi (Amendment) Rules, 2022, public company desirous to be declared as a Nidhi shall apply, in Form NDH-4, within a period of one hundred twenty days of its incorporation for declaration as Nidhi, if it fulfils the following conditions, namely:-

(I) it has not less than two hundred members; and

(II) it has Net Owned Funds of twenty lakh rupees or more.

(2) The company shall also attach, alongwith Form NDH-4, the declaration with regard to fulfilment of fit and proper person criteria, as per this sub-rule, by all the promoters and directors of the company.

(3) For the purpose of determining as to whether any promoter or director is a 'fit and proper person', the following shall be taken into account, namely:-

(a) integrity, honesty, ethical behaviour, reputation, fairness and character of the person; and

(b) the person not incurring any of the following disqualifications, namely:-

(i) criminal complaint or information under section 154 of the Code of Criminal Procedure, 1973 (2 of 1974) has been filed by a person authorised by the Central Government against such person and which is pending;

(ii) charge sheet has been filed against such person by any enforcement agency in matters concerning economic offences which is pending;

(iii) an order of restraint, prohibition or debarment has been passed against such person by any regulatory authority or enforcement agency in any matter concerning company law, securities laws or financial markets which is in force;

(iv) an order of conviction has been passed against such person by a court for any offence involving moral turpitude;

(v) such person has been declared insolvent and not been discharged;

(vi) such person has been found to be of unsound mind by a court of competent jurisdiction and the finding is in force;

(vii) such person has been categorised as a willful defaulter;

(viii) such person has been declared a fugitive economic offender;

(ix) such person is a director in five or more companies incorporated or declared as Nidhi, or is a promoter of three or more companies incorporated or declared as Nidhi.

(4) The Central Government, shall examine the application filed in Form NDH-4 and convey its decision within a period of forty five days to the company:

Provided that in case a decision on an application filed in form NDH-4 is not taken by the Central Government within the aforesaid period of receipt of such application, the same shall be deemed as approved.

(5) On being satisfied that the company meets the requirements under sub- rules (2) and (3), the Central Government, shall notify in the Official Gazette, declaring it as a Nidhi or Mutual Benefit Society, as the case may be:

Provided that the decision of the Central Government approving the application, shall be filed by the company with the Registrar alongwith Form 20A required under section 10A of the Act:

Provided further that such company shall commence its business only once the decision of the Central Government approving its application is obtained from the Central Government pursuant to the declaration given under rule 12 of the Companies (Incorporation) Rules, 2014.

(6) In case a company does not comply with the requirements of sub- rule (1) of this rule, it shall not be allowed to file Form No. SH-7 (Notice to Registrar of any alteration of share capital) and Form PAS-3 (Return of allotment).

(7) The provisions of this rule shall not be applicable to a public company incorporated under the Act before the date of commencement of the Nidhi (Amendment) Rules, 2022.

4. In rule 4 of the said rules, in sub-rule (1), -

(a) for the words “five lakh rupees”, the words “ten lakh rupees” shall be substituted;

(b) the following proviso shall be inserted, namely:-

“Provided that every Nidhi existing as on the date of commencement of the Nidhi Amendment Rules, 2022, shall comply with this requirement within a period of eighteen months from the date of such commencement”.

5. In rule 5 of the said rules, the following sub-rule shall be inserted, namely:-

“(5) The provisions of this rule shall not be applicable for the companies incorporated as Nidhi on or after the commencement of the Nidhi (Amendment) Rules, 2022”.

6. In rule 6, of the said rules,

(i) for clause (d), the following clause shall be substituted, namely:-

“(d) acquire or purchase securities of any other company or control the composition of the Board of Directors of any other company in any manner whatsoever or enter into any arrangement for the change of its management”;

(ii) after clause (k), the following clause shall be inserted, namely :-

“(l) raise loans from banks or financial institutions or any other source for the purpose of advancing loans to members of Nidhi”.

7. In rule 8, of the said rules, after sub-rule (3), the following sub-rule shall be inserted, namely:-

“(4) A member shall not transfer more than fifty percent of his shareholding (as on the date of availing of loan or making of deposit) during the subsistence of such loan or deposit, as the case may be.

Provided that the member shall retain the minimum number of shares required under sub-rule (3) of rule 7 at all times”.

8. In the said rules, in rule 9,

(a) for the words “ten lakh”, the words “twenty lakh” shall be substituted;

(b) the following proviso shall be inserted, namely:-

“Provided that every Nidhi existing as on the date of commencement of the Nidhi (Amendment) Rules, 2022 shall comply with this requirement within a period of eighteen months from the date of such commencement”.

9. In rule 10, of the said rules,

(i) in sub-rule (3), after the words, “Regional Director”, the words “by applying in Form NDH-2 along with fee specified in the Companies (the Registration Offices and Fees) Rules, 2014”, shall be inserted;

(ii) in sub-rules (4) and (5), the words “or collection centres or offices or deposit centres, or by whatever name called” shall be omitted;

(iii) for sub-rule (6), the following sub-rule shall be substituted, namely:-

“(6) (a) A Nidhi shall not close any branch, unless, -

(i) the proposal to close the branch along with the plan as to how the existing deposits have been or shall be paid off and how the existing loan shall be recovered is duly approved by the Board at its meeting; and

(ii) it has obtained the prior approval of the Regional Director by applying in Form NDH-2 along with fee as specified in the Companies (the Registration Offices and Fees) Rules, 2014 at least sixty days prior to such closure.

Provided that the Regional director shall consider such application and pass orders within a period of thirty days of receipt of such application.

(b) After obtaining approval from the Regional Director, the Nidhi shall-

(i) publish advertisement, as per format NDH-5, in a newspaper in vernacular language in the place where it carries on business at least thirty days prior to such closure, informing the public about such closure;

(ii) fix a copy of such advertisement or a notice informing such closure of the branch on the notice board of Nidhi as well as the relevant Branch for a period of at least thirty days from the date on which advertisement was published;

(iii) give an intimation to the Registrar within a period of thirty days of such closure in Form NDH-2 along with fee as specified in Companies (the Registration Offices and Fees) Rules, 2014”.

(iv) after sub-rule (6), the following sub-rule (7) shall be inserted, namely:-

“(7) Any place, not being a registered office or a branch, where a Nidhi carries on its operation shall be closed within a period of six months from the date of commencement of the Nidhi (Amendment) Rules, 2022 and intimation shall be sent to the Registrar in this regard in Form NDH-2.”

10. In rule 12 of the said rules, in sub-rule (1), after the word, “gold” the word “silver” shall be inserted.

11. In rule 14, of the said rules, in the proviso, after the words, “approval of the Regional Director”, the words “by making application in Form NDH- 2 alongwith fee specified in the Companies (the Registration Offices and Fees) Rules, 2014” shall be inserted.

12. In rule 15, of the said rules, in sub-rule (1), the following proviso shall be inserted, namely :-

“Provided that in case of joint shareholders, the loan shall be provided to the member whose name appears first in the Register of members”.

13. For rule 18 of the said rules, the following rule shall be substituted, namely:-

“ 18. Dividend. A Nidhi shall not declare dividend exceeding twenty five per cent in a financial year”.

14. In rule 20, of the said rules, in sub-rule (6), after the word “gold”, wherever it occurs , the words “or silver” shall be inserted.

15. In rule 23A, of the said rules, after the first proviso, the following provisos shall be inserted, namely:-

“Provided further that no company which has not complied with the requirements of this rule, or fails to comply with such requirement on or after the date of commencement of the Nidhi (Amendment) Rules, 2022, or in case the application submitted by the company in Form NDH-4 is or has been rejected by the Central Government, shall raise any deposit from its members or provide any loan to its members under the provisions of these rules from the date of such non-compliance, or the date of commencement of the said rules, or the date of rejection of the application in Form NDH-4, whichever is later.

Provided also that any deposit raised by a company after the date of non-compliance, or the date of commencement of the above said rules, or the date of rejection of the application in Form NDH-4, whichever is later, as referred to in the second proviso shall be deemed to have been raised in pursuance of Chapter V of the Act, and shall be subject to all the requirements under that Chapter, or under any other provisions of the Act or the rules made thereunder, as the case may be.

16. In the Annexure to the said rules,

(1) In Form NDH-2-

(a) for the heading “Application for extension of time”, the heading “Application to Regional Director and Intimation to Registrar”, shall be substituted ;

(b) for serial No. 4, the following shall be substituted, namely :-

“4. Application filed for:

(i) for extension of time under sub-rule (3) of rule 5

(ii) for permission of Regional Director for opening of branch under sub- rule (3) of rule 10

(iii) for permission of Regional Director for closing of branch under clause (a) of sub-rule 6 of rule 10

(iv) for intimation to Registrar for opening or closing of branch under rule 10

(v) for intimation to Registrar for closure of collection centres etc. under rule 10

(vi) for permission of Regional Director for withdrawal of unencumbered deposits under rule 14”.

(c) for serial no. 6, the following shall be substituted, namely: -

“6. ‘Reasons for the application’.”

(2) In Form NDH-3, of the said rules, in serial number 8 after (vi), the following shall be inserted:-

“(vii) Net Owned Fund: \_\_\_\_\_”;

(3) In Form NDH-4, -

(i) serial no. 9(a) shall be renumbered as 9(b) thereafter, and before serial number 9(b) as so renumbered, the following shall be inserted, namely:-

“9(a) Net Owned Fund: \_\_\_\_\_”;

(ii) under heading Attachments, for serial number 5, the following shall be substituted, namely :-

“ 5. Declaration with regard to fulfilment of fit and proper person criteria, as per sub-rule (3) of rule 3B, by all the Promoters and Directors of the company. ;

6. Optional attachment, if any”

(4) after Form NDH-4, the following shall be inserted namely:-

**“NDH-5**

Format of advertisement to be given while closing branch

[Pursuant to sub-rule (6) of rule 10 of the Nidhi Rules, 2014]

Notice is hereby given that M/s \_\_\_\_\_ (Nidhi) having its CIN Number \_\_\_\_\_ has obtained, the prior approval of the Regional Director at \_\_\_\_\_ (concerned region) [vide Approval Number ----- dated -----] for closure of branch(es)/ collection centre(s)/ collection office(s)/ deposit centre(s) of the Nidhi located at following places:-

- 1.
- 2.
- 3.

Accordingly, it is informed to all concerned that above mentioned branch(es)/ collection centre(s)/ collection office(s)/ deposit centre(s) of the Nidhi shall stand closed with effect from \_\_\_\_\_.

Signed by authorised signatory of Nidhi

[For \_\_\_\_\_ (Nidhi)]

Address of Nidhi \_\_\_\_\_”.

[F. No. 5/28/2020-CL-VII]

MANOJ PANDEY, Jt. Secy.

**Note :** The principal rules were published in the Gazette of India vide number G.S.R. 258(E), dated the 31<sup>st</sup> March, 2014 and were last amended vide notification number G.S.R. 114(E) dated the 14<sup>th</sup> February, 2020.