



CA2013 | Companies to become 'ACTIVE' by April 25, 2019 - ROC may initiate action for removal of name on failure to file e-form ACTIVE

February 22, 2019

Dear All,

The Ministry of Corporate Affairs has introduced a new norm to identify **active** companies and thus only those companies which are classified as 'Active', will be able to file e-forms in relation to following:

1. Change in paid- up capital;
2. Change in authorised capital;
3. Changes in director;
4. Amalgamation, de-merger; and
5. Change in registered office.

As per this newly introduced norm, every company incorporated on or before December 31, 2017, is required to file an e-form referred to as 'Active Company Tagging Identities and Verification' ("ACTIVE") on or before **April 25, 2019**. Failure to file such form within such timelines, will render such company to be referred as "ACTIVE-non-compliant, and will be liable for actions under Section 12(9) of the Companies Act, 2013 (amended by the Companies (Amendment) Second Ordinance, 2019). As a result of this, pursuant to Section 12 (9) the company's name could be removed from the register of companies by the Registrar of Companies ("ROC").

One of the important attachments to be provided with e-Form ACTIVE is photograph (s) of registered office of the company showing external building and inside office also showing therein at least one director / KMP who has affixed his / her digital signature to ACTIVE.

Non-filing of ACTIVE within the given time frame could be cured by filing the form by paying a late fee of Rs. 10,000.

Companies which are not allowed / required to file ACTIVE

- Any company which has not filed its due financial statements under section 137 or due annual returns under section 92 or both with the ROC, unless such company is under management dispute and ROC has recorded the same on the register;
- Company which has been struck off or is under process of striking off or under liquidation or amalgamated or dissolved, as recorded in the register.

The aforementioned norm has been introduced by the Companies (Incorporation) Amendment Rules, 2019 dated February 21, 2019 ([available here](#)) and Companies (Registration offices and Fees) Amendment Rules, 2019 dated February 21, 2019 ([available here](#)).

Disclaimer: The information provided in this update is intended for informational purposes only and does not constitute legal opinion or advice. Readers are requested to seek formal legal advice prior to acting upon any of the information provided herein. This update is not intended to address the circumstances of any particular individual or corporate body. There can be no assurance that the judicial/ quasi-judicial authorities may not take a position contrary to the views mentioned herein.



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