

Companies (Declaration of Dividend out of Reserves) Rules, 1975

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¹ See section 205A(3) of the Companies Act, 1956.² Published in the Gazette of India, Extraordinary, Part II, section 3(1), page 1877, dated July 26, 1975. In exercise of the powers conferred by sub-section (3) of section 205A, read with clause (a) of sub-section (1) of section 642 of the Companies Act, 1956 (1 of 1956), the Central Government hereby makes the following Rules, namely:

1. Short title :-

These Rules may be called the Companies (Declaration of Dividend out of Reserves) Rules, 1975.

2. Declaration of dividend out of reserves :-

In the event of inadequacy or absence of profits in any year, dividend may be declared by a company for that year out of the accumulated profits earned by it in previous years and transferred by it to the reserves, subject to the conditions that

(i) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the five years immediately preceding that year or ten per cent of its paid up capital, whichever is less:

(ii) the total amount to be drawn from the accumulated profits earned in previous years and transferred to the reserves shall not exceed an amount equal to one-tenth of the sum of its paid up capital and free reserves and the amount so drawn shall first be utilised to set off the losses incurred in the financial year before any dividend in respect of preference or equity shares is declared; and

(iii) the balance of reserves after such drawal shall not fall below

fifteen per cent of its paid up share capital,

3 "(iv) The Forms prescribed in these rules may be filed through electronic media or through any other computer readable media as referred under section 610A of the Companies Act, 1956 (1 of 1956).

(v) The electronic-form shall be authenticated by the authorized signatories using digital signatures, as defined under the Information Technology Act, 2000 (21 of 2000).

(vi) The Forms prescribed in these rules, when filed in physical form, may be authenticated by authorized signatory by affixing his signature manually."

Explanation. For the purposes of this rule, "profits earned by a company in previous years and transferred by it to the reserves" shall mean the total amount of net profits after tax, transferred to reserves as at the beginning of the year for which the dividend is to be declared; and in computing the said amount, the appropriations out of the amount transferred from the Development Rebate Reserve [at the expiry of the period specified under the Income-tax Act, 1961 (43 of 1961) shall be included and all items of capital reserves including reserves created by revaluation of assets shall be excluded].

In the Companies (Declaration of Dividend Out of Reserves) Rules, 1975, after clause (iii) of rule 2, the following clauses shall be inserted, namely: - "(iv) - The Forms prescribed in these rules may be filed through electronic media or through any other computer readable media as referred under section 610A of the Companies Act, 1956 (1 of 1956). (v) The electronic-form shall be authenticated by the authorized signatories using digital signatures, as defined under the Information Technology Act, 2000 (21 of 2000). (vi) The Forms prescribed in these rules, when filed in physical form, may be authenticated by authorized signatory by affixing his signature manually." by the Companies Act, 1956 (1 of 1956).