

Companies (Electronic Filing and Authentication of Documents) Rules, 2006

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Companies (Electronic Filing and Authentication of Documents) Rules, 2006

In exercise of the powers conferred by clause (a) of Sub-section (1) of Sections 642 and 610B read with Sections 610A and 610E of the Companies Act 1956 (1 of 1956), the Central Government hereby makes the following rules namely :-

1. Short title and commencement :-

(1) These rules may be called the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

(2) The Central Government hereby appoints the 16th day of September, 2006 as the date on which the provisions of these rules shall come into force.

2. Definitions :-

In these rules, unless the context otherwise requires,

(a) "Act" means the Companies Act, 1956 (1 of 1956);

(b) "Certifying Authority" means a person who has been granted a licence to issue a Digital Signature Certificate under Section 24 of the Information Technology Act, 2000 (21 of 2000);

(c) "digital signature" means authentication of any electronic record by a subscriber by means of an electronic method or procedure in accordance with the provisions of Section 3 of the Information Technology Act, 2000 ;

(d) "Digital Signature Certificate" means a Digital Signature

Certificate issued under Sub-section (4) of Section 35 of the Information Technology Act, 2000 ;

(e) "e-Form" means a form in the electronic form as prescribed under the Act or rules made thereunder and notified by the Central Government under the Act;

(f) "electronic record" means electronic record as defined under clause (t) of Section 2 of the Information Technology Act, 2000 ;

(g) "electronic registry" means an electronic repository or storage system in which the information or documents are received, stored, protected and preserved in electronic form;

(h) "Electronic Mail (E-mail)" means messages sent, received or forwarded in digital form via a computer-based communication mechanism;

(i) "Registrar" means a registrar as defined under Sub-section (40) of Section 2 of the Companies Act, 1956 ;

(j) "Registrar's Front Office" means an office maintained by the Central Government or an agency authorized by it to facilitate e-filing of documents into the electronic registry and their inspection and viewing;

(k) "web" means the world wide web, as defined in the Information Technology Act, 2000;

(l) "website" means a location connected to the Internet that maintains one or more web pages;

(m) words and expressions used in these rules and not defined shall have the meaning respectively assigned to them in the Companies Act, 1956 and the Information Technology Act, 2000 (21 of 2000).

3. Filing and Authentication in the electronic manner :-

(1) Every e-form or application or document or declaration required to be filed or delivered under the Act and rules made thereunder, shall be filed in computer readable electronic form, in portable document format (pdf) and authenticated by a managing director, director or secretary or person specified in the Act for such purpose by the use of a valid digital signature;

Provided that where documents are required to be filed on Non-

Judicial Stamp Paper, the company shall submit such documents accordingly in the physical form, in addition to their submission in electronic form.

(2) Every managing director, director or secretary or person specified in the Act for authentication of e-form, documents or application etc., which are required to be filed or delivered under the Act or rules made thereunder, shall obtain a digital signature certificate from the Certifying Authority for the purpose of such authentication and such certificate shall not be valid unless it is of Class II or Class III specification under the Information Technology Act, 2000.

4. Maintenance of website :-

The Central Government shall set up and maintain

(i) a website or portal to provide access to the electronic registry: and,

(ii) as many Registrar's front Officers as may be necessary and at such places and for such time as Central Government may determine from time to time, for filing of application e-Forms, documents and applications, etc., viewing and inspection of documents in the electronic registry.

5. Maintenance of Electronic Registry :-

(1) The Central Government shall set up and maintain a secure electronic registry in which all the documents filed electronically shall be stored. The electronic registry so set up shall enable public access and inspection of such documents as are required to be in the public domain under the Act on payment of the fees as prescribed under the Act or the rules made thereunder.

(2) Every document or application or certificate or notice etc., required to be signed by the Registrar or an officer of the Central Government under the Act or rules made thereunder, shall be authenticated through a valid digital signature of such person or a system generated digital signature.

(3) The Registrar or the Central Government, as the case may be, may send any communication either to the company or its authorized representative, directors or both in the electronic manner for which the company shall create and maintain at all times a valid electronic address (e.g. E-mail, user Identification

etc.) capable of receiving and acknowledging the receipt of such communication, automated or otherwise.

6. Issue of certificate., approval etc. in the electronic manner :-

The Registrar or the Central Government shall issue certificate, licence, receipt, approval or communicate endorsement or acknowledgement in the electronic manner:

Provided that where the Registrar or an officer of the Central Government, as the case may be, is not able to issue any certificate, licence, receipt, endorsement, acknowledgement or approval in electronic manner for the reasons to be recorded in writing, he may issue such certificate, licence, receipt, or communicate endorsement, acknowledgement or approval in the physical form under manual signature affixing seal of his office.