

## Companies Act, 1956

### Part 12 - Registration Offices and Officers and Fees

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- (1) For the purposes of the registration of companies under this Act, there shall be offices at such places as the Central Government thinks fit.
- (2) The Central Government may appoint such Registrars, and such Additional, Joint, Deputy and Assistant Registrars as it thinks necessary for the registration of companies under this Act, and may make regulations with respect to their duties.
- (3) The salaries of the persons appointed under this section shall be fixed by the Central Government.
- (4) The Central Government may direct a seal or seals to be prepared for the authentication of documents required for, or connected with, the registration of companies.
- (5) Whenever any act is by this Act directed to be done to or by the Registrar, it shall, until the Central Government otherwise directs, be done to or by the existing Registrar of companies or joint stock companies, or in his absence, to or by such person as the Central Government may for the time being authorise:

Provided that in the event of the Central Government altering the constitution of the existing registry offices or any of them, any such act shall be done to or by such officer and at such place, with reference to the local situation of the registered offices of the companies concerned, as the Central Government may appoint.

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### Section 610 - Inspection, production and evidence of documents kept by Registrar

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- (1) 1 [Save as otherwise provided elsewhere in this Act, any person may]--
  - (a) inspect any documents kept by the Registrar 2 [in accordance with the rules made under the Destruction of Records Act, 1917 (5 of 1917)] being documents filed or registered by him in pursuance of this Act, or making a record of any fact required or authorised to be recorded or registered in pursuance of this Act, on payment for each inspection, of 3 [such fee as may be prescribed];
  - (b) require a certificate of the incorporation of any company, or a copy or extract of any other document or any part of any other document to be certified by the Registrar, 4 [on payment in advance of 5 [such fees as may be prescribed]]:

Provided that the rights conferred by this sub-section shall be exercisable--

- (i) in relation to documents delivered to the Registrar with a prospectus in pursuance of sub-clause (i) of clause (b) of sub-section (1) of section 60, only during the fourteen days beginning with the date of publication of the prospectus; and at other times, only with the permission of the Central Government; and

(ii) in relation to documents so delivered in pursuance of clause (b) of subsection (1) of section 605, only during the fourteen days beginning with the date of the prospectus; and at other times, only with the permission of the Central Government.

(2) No process for compelling the production of any document kept by the Registrar shall issue from any court [6](#) [or the [7](#) [Tribunal]] except with the leave of that court [6](#) [or the [7](#) [Tribunal]]; and any such process, if issued, shall bear thereon a statement that it is issued with the leave of the court [6](#) [or the [7](#) [Tribunal]].

(3) A copy of, or extract from, any document kept and registered at any of the offices for the registration of companies under this Act, certified to be a true copy under the hand of the Registrar (whose official position it shall not be necessary to prove), shall, in all legal proceedings, be admissible in evidence as of equal validity with the original document.

[8](#) [\*\*\*]

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1. Substituted by Act 65 of 1960, Section 194, for "Any person may" (w.e.f. 28-12-1960).
  2. Inserted by Act 65 of 1960, Section 194 (w.e.f. 28-12-1960).
  3. Substituted by Act 31 of 1988, Section 57, for "a fee of one rupee" (w.e.f. 15-7-1988).
  4. Substituted by Act 65 of 1960, Section 194, for certain words (w.e.f. 28-12-1960).
  5. Substituted by Act 31 of 1988, Section 57, for certain words (w.e.f. 15-7-1988).
  6. Inserted by Act 31 of 1988, Section 57 (w.e.f. 31-5-1991).
  7. Substituted by Act 11 of 2003, Section 117 for "Company Law Board".
  8. Sub-section (4) omitted by Act 65 of 1960, Section 194 (w.e.f. 28-12-1960).

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## **Section 610A - Admissibility of micro films, facsimile copies of documents, computer printouts and documents on computer media as documents and as evidence**

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### **[1](#)610A. Admissibility of micro films, facsimile copies of documents, computer printouts and documents on computer media as documents and as evidence**

( 1 ) Notwithstanding anything contained in any other law for the time being in force, -

(a) a, micro film of a document or the reproduction of the image or images embodied in such micro film (whether enlarged or not); or

(b) a facsimile copy of a document; or

(c) a statement contained in a document and included in a printed material produced by a computer (hereinafter referred to as a "computer printout"), if the conditions mentioned in sub-section (2) are satisfied,

shall be deemed to be also a document for the purposes of this Act and the rules made thereunder and shall be admissible in any proceedings thereunder, without further proof or production of the original, as evidence of any contents of the original or of any fact stated therein of which direct evidence should be admissible.

( 2) The conditions referred to in sub-section (1) in respect of a computer printout shall be the following, namely: -

- (a) the information contained in the statement reproduces or is derived from returns and document filed by the company on paper or on computer network, floppy, diskette, magnetic cartridge tape, CD-ROM or any other computer readable media;
- (b) while receiving returns or documents on computer media, necessary checks by scanning the documents filed on computer media will be carried out and media will be duly authenticated by the Registrar; and
- (c) the Registrar shall also take due care to preserve the computer media by duplicating, transferring, mastering or storage without loss of data.]

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1. Inserted by Act 5 of 1997, Section 10 w.e.f. 1-3-1997.

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## **Section 610B - Provisions relating to filing of applications, documents, inspection, etc., through electronic form**

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### **1[610B. Provisions relating to filing of applications, documents, inspection, etc., through electronic form**

(1) Notwithstanding anything contained in this Act, and without prejudice to the provisions contained in section 6 of the Information Technology Act, 2000(21 of 2000), the Central Government may, by notification in the Official Gazette, make rules so as to require from such date as may be specified in the rules, that--

- (a) such applications, balance-sheet, prospectus, return, declaration, memorandum of association, articles of association, particulars of charges, or any other particulars or document as may be required to be filed or delivered under this Act or rules made thereunder, shall be filed through the electronic form and authenticated in such manner as may be specified in the rules;
- (b) such document, notice, any communication or intimation, required to be served or delivered under this Act, shall be served or delivered under this Act through the electronic form and authenticated in such manner as may be specified in the rules;
- (c) such applications, balance-sheet, prospectus, return, register, memorandum of association, articles of association, particulars of charges, or any other document and return filed under this Act or rules made thereunder shall be maintained by the Registrar in the electronic form and registered or authenticated, as the case may be, in such manner as may be specified in the rules;
- (d) such inspections of the memorandum of association, articles of association, register, index, balance-sheet, return or any other document maintained in the electronic form, which is otherwise available for such inspection under this Act or rules made thereunder, may be made by any person through the electronic form as may be specified in the rules;
- (e) such fees, charges or other sums payable under this Act or rules made thereunder shall be paid through the electronic form and in such manner as may be specified in the rules;
- (f) the Registrar shall, register change of registered office, alteration of memorandum of association or articles of association, prospectus, issue certificate of incorporation or certificate of commencement of business, register such document, issue such certificate, record notice, receive such communication as may be required to be registered or issued or recorded or received, as the case may be, under this Act or rules made thereunder or perform duties or discharge functions or exercise powers under this Act or rules made thereunder or do any act which is by this Act directed to be performed or discharged or exercised or done by the Registrar, by the electronic form, in such manner as may be specified in the rules.

(2) The Central Government may, by notification in the Official Gazette, frame a scheme to carry out the provisions specified under sub-section (1) through the electronic form:

Provided that the Central Government may appoint different dates in respect of different Registrar of Companies or Regional Directors from which such scheme shall come into force.

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1. Inserted by Companies (Amendment) Act, 2006.

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## **Section 610C - Power to modify Act in relation to electronic records (including the manner and form in which electronic records shall be filed)**

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### **1[610C. Power to modify Act in relation to electronic records (including the manner and form in which electronic records shall be filed)]**

(1) The Central Government may, by notification in the Official Gazette, direct that any of the provisions of this Act, so far as it is required for the purpose of electronic record specified under section 610B in the electronic form,--

(a) shall not apply, in relation to the matters specified under clauses (a) to (f) of sub-section (1) of section 610B, as may be specified in the notification; or

(b) shall apply, in relation to the matters specified under clauses (a) to (f) of sub-section (1) of section 610B only with such consequential exceptions, modifications or adoptions as may be specified in the notification:

Provided that no such notification which relates to imposition of fines or other pecuniary penalties or demand or payment of fees or contravention of any of the provisions of this Act or offence shall be issued under this sub-section.

(2) A copy of every notification proposed to be issued under sub-section (1), shall be laid in draft before each House of Parliament, while it is in session, for a total period of thirty days which may be comprised in one session or in two or more successive sessions, and if, before the expiry of the session immediately following the session or the successive sessions aforesaid, both Houses agree in disapproving the issue of the notification or both Houses agree in making any modification in the notification, the notification shall not be issued or, as the case may be, shall be issued only in such modified form as may be agreed upon by both the Houses.

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1. Inserted by Companies (Amendment) Act, 2006.

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## **Section 610D - Providing of value added services through electronic form**

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### **1[610D. Providing of value added services through electronic form]**

The Central Government may provide such value added services through the electronic form and levy such fees as may be prescribed.

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1. Inserted by Companies (Amendment) Act, 2006.

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## **Section 610E - Application of provision of Act 21 of 2000**

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### **1[610E. Application of provision of Act 21 of 2000]**

All the provisions of the Information Technology Act, 2000 relating to the electronic records (including the manner and format in which the electronic records shall be filed), in so far as they are not inconsistent with this Act, shall apply, or in relation, to the records in electronic form under section 610B."

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1. Inserted by Companies (Amendment) Act, 2006.

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### **Section 611 - Fees in Schedule X to be paid**

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1 [(1)] In respect of the several matters mentioned in Schedule X, there shall, subject to the limitations imposed by that Schedule, be paid to the Registrar the several fees therein specified:

Provided that no fees shall be charged in respect of the registration in pursuance of Part IX of a company, if it is not registered as a limited company, or if, before its registration as a limited company, the liability of the shareholders was limited by some other Act of Parliament or any other Indian law or by an Act of Parliament of the United Kingdom, Royal Charter or Letters Patent in force in India:

2 [Provided further that in the case of resolutions to which section 192 applies, not more than one fee shall be required for the filing of more resolutions than one passed in the same meeting if such resolutions are filed with the Registrar at the same time.]

2 [(2) Any document required or authorised by this Act to be filed or registered, or any fact required or authorised by this Act to be registered, with the Registrar on payment of the fee specified therefore in Schedule X, may, without prejudice to any other liability, be filed or registered after the time, if any, specified in this Act for its filing or registration on payment of such additional fee not exceeding ten times the amount of the fee so specified as the Registrar may determine.]

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1. Section 611 re-numbered as sub-section (1) of that section by Act 65 of 1960, Section 195 (w.e.f. 28-12-1960).

2. Inserted by Act 65 of 1960, Section 195 (w.e.f. 28-12-1960).

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### **Section 612 - Fees, etc., paid to Registrar and other officers to be accounted for to Central Government**

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All fees, charges, and other sums paid to any Registrar, any Additional, Joint, Deputy, or Assistant Registrar, or any other officer of the Central Government in pursuance of this Act shall be paid into the public account of India in the Reserve Bank of India.

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### **Section 613 - Power of Central Government to reduce fees, charges, etc.**

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(1) The Central Government may, by order notified in the Official Gazette, reduce the amount of any fee, charge or other sum specified in any provision contained in this Act, as payable in respect of any matter, either to the Central Government or to any Registrar, any Additional, Joint, Deputy, or Assistant Registrar or any other officer of the Central Government, and thereupon such provision shall, during the period for which the order is in force, have effect as if the reduced fee had been substituted for the fee specified in such provision.

(2) Any order notified under sub-section (1) may, by a like order, be cancelled or varied at any time by the Central Government.

(3) Nothing in this section shall be deemed to affect the power of the Central Government under section 641 to alter any of the fees specified in Schedule X.

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#### **Section 614 - Enforcement of duty of company to make returns, etc., to Registrar**

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( 1 ) If a company, having made default in complying with any provision of this Act which requires it to file or register with, or deliver or send to, the Registrar any return, account or other document, or to give notice to him of any matter, fails to make good the default within fourteen days after the service of a notice on the company requiring it to do so, the<sup>1</sup>[Tribunal] may, on an application made to it by any member or creditor of the company or by the Registrar, make an order directing the company and any officer thereof to make good the default within such time as may be specified in the order.

( 2 ) Any such order may provide that all costs of and incidental to the application shall be borne by the company or by any officers of the company responsible for the default.

( 3 ) Nothing in this section shall be taken to prejudice the operation of any provisions in this or any other Act imposing penalties on a company or its officers in respect of any such default as aforesaid.

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1. Substituted by Act 31 of 1988, Section 67, for "court" (w.e.f. 31-5-1991) and again substituted by Act 11 of 2003, Section 118 for "Company Law Board".

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#### **Section 614A - Power of court trying offences under the Act to direct the filing of documents with Registrar**

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##### **1 [614A. Power of court trying offences under the Act to direct the filing of documents with Registrar**

(1) Any court trying an offence for a default in compliance with any provision of this Act which requires a company or its officers to file or register with, or deliver or send to the Registrar, any return, account or other document, may at the time of sentencing, acquitting or discharging the accused, direct by order, if it thinks fit to do so, any officer or other employee of the company to file or register with, deliver or send to, the Registrar on payment of the fee including the additional fee required to be paid under section 611, such return, account or other document within such time as may be specified in the order.

(2) Any officer or other employee of the company who fails to comply with an order of the court under sub-section (1) shall be punishable with imprisonment for a term which may extend to six months, or with fine, or with both.]

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1. Inserted by Act 65 of 1960, Section 196 (w.e.f. 28-12-1960).

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