

General Circular No. 05/2023

File No. Policy-02/01/2023-CL-V-MCA
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhavan,
Dr R.P. Road, New Delhi
Dated:22.02.2023

To

The Director General of Corporate Affairs,
All Regional Directors,
All Registrars of Companies,
All Stakeholders.

Subject: Filing of Forms GNL-2 (filing of prospectus related documents and private placement), MGT-14 (filing of Resolutions relating to prospectus related documents and private placement), PAS-3 (Allotment of Shares), SH-8 (letter of offer for buyback of own shares or other securities), SH-9 (Declaration of Solvency) and SH-11(Return in respect of buy-back of securities) due to migration from V2 Version to V3 Version in MCA 21 Portal from 22.02.2023 to 31.03.2023-reg.

Sir/Madam,

Representations have been received in the Ministry requesting for clarification about filing of Form GNL-2, for the purposes of filing prospectus related documents, MGT-14, PAS-3 and SH-8 during 22.02.2023 to 31.03.2023 due to process of stabilization of 45 forms launched with effect from 23.01.2023. The stakeholders have further stated that such forms required to be filed due to time bound activities.

2. The matter has been examined in the Ministry and it has been decided that the companies intending to file (i) Form GNL-2 (filing of prospectus related documents and private placement), (ii) MGT-14 (filing of Resolutions relating to prospectus related documents, private placement), (iii) PAS-3 (Allotment of Shares), (iv.) SH-8 (letter of offer for buyback of own shares or other securities), (v.) SH-9 (Declaration of Solvency) and (vi.) SH-11(Return in respect of buy-back of securities) **from 22.02.2023 to 31.03.2023** on the MCA-21 Portal may file such Form in physical mode duly signed by the persons concerned as per requirements of the relevant forms, along with a copy thereof in electronic media, with the concerned Registrar without payment of fee and take acknowledgement (as per Annexure to this Circular) thereof. Such filing will be accompanied by an undertaking from the company that, the company shall also file the relevant Form in electronic form on MCA-21 Portal alongwith fee payable as per Companies (Registration Offices and Fees) Rules, 2014.

(1)

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3. As clarified by General Circular Number 04/2023 dated 21.02.2023 no additional fees will be levied as referred in the said circular.
4. This issues with the approval of the Competent Authority.

Encl.: As above.

Yours faithfully



(KMS Narayanan)

Deputy Director,

Telephone No. 011-2338-7263

Copy to:-

1. e-Governance Section with a request to place this circular on the Ministry's website
2. File No. Policy-17/150/2022-CL-V-MCA
3. Guard File

(2)

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Acknowledgement

No:

Office of the Registrar of Companies, _____

*The Registrar of Companies, _____ acknowledges the receipt of (i) GNL-2 (ii) MGT-14, PAS-3, SH-8, SH-9 and SH-11 as detailed below in respect of (Name of company) alongwith the relevant undertaking referred to in General Circular Number 05/2023 dated 22.02.2023.

SN	Particulars of Forms	Event date	Filing date (During 22.02.2023 to 31.03.2023 both days are inclusive)	Brief Details of the filing
1.	GNL-2* (filing of prospectus related documents and private placement)			
2.	MGT-14* (filing of Resolutions relating to prospectus related documents and private placement)			
3.	PAS-3* (Return of Allotment)			
4.	SH-8* (Letter of offer for buyback of own shares or other securities)			
5.	SH-9* (Declaration of Solvency)			
6.	SH-11*(Return in respect of buy-back of securities)			

*Note: Strike off whichever is not applicable.

Place:

Date:

Registrar of Companies

State
