



Instruction Kit for eForm DIR-12

(Particulars of appointment of directors and the key managerial personnel and the changes among them)

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About this Document

The Instruction Kit has been prepared to help you file eForms with ease. This document provides references to law(s) governing the eForms, instructions to fill the eForm at field level and common instructions to fill all eForms. The document also includes important points to be noted for successful submission.

User is advised to refer instruction kit specifically prepared for each eForm.

This document is divided into following sections:

[Part I – Laws Governing the eForm](#)

[Part II – Instructions to fill the eForm](#)

[Part III – Important Points for Successful Submission](#)

Click on any section link to refer to the section.

Part I – Law(s) Governing the eForm

Section and Rule Number(s)

eForm DIR-12 is required to be filed pursuant to **Sections 7(1) (c), 168 & 170 (2)** of the Companies Act, 2013 and **Rule 17 Of Companies (Incorporation) Rules , Rule 8, 15 & 18** of Companies (Appointment and Qualification of Directors) Rules, 2014 which are reproduced for your reference.

Section 168:

(1) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be prescribed and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company:

Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be prescribed.



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(2) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:

Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

Section 170(2):

(2) A return containing such particulars and documents as may be prescribed, of the directors and the key managerial personnel shall be filed with the Registrar within thirty days from the appointment of every director and key managerial personnel, as the case may be, and within thirty days of any change taking place.

Rule 17:

The particulars of each person mentioned in the articles as first director of the company and his interest in other firms or bodies corporate along with his consent to act as director of the company shall be filed in **Form No.DIR-12 along with** the fee as provided in the **Companies (Registration offices and fees) Rules, 2014.**

Rule 8:

Every person who has been appointed to hold the office of a director shall on or before the appointment furnish to the company a consent in writing to act as such in Form No. DIR-2:

Provided that the company shall, within thirty days of the appointment of a director, file such consent with the Registrar in Form No. DIR-12 along with the fee as provided in in the Companies (Registration Offices and Fees) Rules, 2014.

Rule 15:

The company shall within thirty days from the date of receipt of notice of resignation from a director, intimate the Registrar in Form **DIR-12** and post the information on its website, if any.

Rule 18:

A return containing the particulars of appointment of director or key managerial personnel and changes therein, shall be filed with the Registrar in Form **DIR-12** along with such fee as may be provided in the Companies (Registration Offices and Fees) Rules, 2014 within thirty days of such appointment or change, as the case may be.



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Purpose of the eForm

Existing company is required to file an eForm DIR-12 for particulars of its directors and key managerial personnel of the company with the Registrar, within 30 days from the date of appointment/ resignation and of any change taking place in their designations.

Part II – Instructions to fill the eForm

Specific Instructions to fill the eForm DIR-12 at Field Level

Instructions to fill the eForm are tabulated below at field level. Only important fields that require detailed instructions to be filled in eForm are explained. Self-explanatory fields are not discussed.



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S. No/ Section Name	Field Name	Instructions
		<p><input type="checkbox"/> You can file this eForm with different event dates (date of appointment, date of change in designation and date of cessation) only if these dates are within 30 days of the filing date. If any of the date(s) are beyond 30 days, then separate form is to be filed for every such event date. For example: "Director A is appointed on 1st April, Director B is appointed on 18th April, and Director C ceases to be associated with the company w.e.f. 18th April. In such a case details of all the three changes can be filed through the same Form DIR-12 only if the Form is filed on or before 1st May, as all the events fall within 30 days. However, if the company files the eForm DIR-12 on 10th of May, then details in a separate eForm would be required to be filed in respect of Director A."</p> <ul style="list-style-type: none"> For filing of details of two or more events (for example, appointment and cessation) relating to the same person, you are required to file separate forms. These cannot be filed through the same eForm. It is advised that you file the eForm in the chronological order of events. It implies that before filing this eForm you should ensure that no Form DIR-12 is pending to be filed for the particular company where the date of event is earlier than the date(s) entered in this form. In case of appointment of a director the person being appointed should not be associated with more than 20 companies as a Director and in case of public company, the appointment of director shall not be allowed if he is already a Director in more than 10 public companies. If number of directors is more than 15, separate forms shall be filed. eForm can be filed for one company secretary in the company as company cannot have more than one person as its company secretary.
1		This form is for <input type="checkbox"/> Existing company
2	(a)	Corporate identity number (CIN) of company Enter a valid CIN. You may find CIN by entering existing registration number or name of the company in



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			<p>the 'Find CIN' service available under the menu MCA services available on the MCA website.</p>
		Pre-fill button	<p>Click the Pre-fill button. System will automatically display the name, address of the registered office and the email ID of the company.</p> <p>In case there is any change in the email ID, enter the new valid email ID.</p>
4		Number of Managing director or director(s) for which the form is being filed	<p>Enter the total number of Managing Director, directors(s) for which this eForm needs to be filed details of fifteen director(s), Managing Directors can be filed through this eForm. If the total number is more than fifteen, then file another eForm DIR-12 for the remaining person(s).</p> <p>The minimum number of directors in case of OPC is 1, private company is 2 and 3 in case of public company.</p>
5		Details of the Managing Director or director of the company	<p>Enter the particulars of the Managing Director or director.</p> <p>Enter an approved DIN. For appointment or change in designation, status of DIN should be approved. In case of cessation, status of DIN can either be approved or disabled.</p> <ul style="list-style-type: none">• Ensure that the DIN entered is correct and then click the Pre-fill button. System will automatically display the name, father's name, present residential address, nationality, date of birth and gender of the person.



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			<ul style="list-style-type: none">• Date of cessation entered should be same as date entered while disabling DIN in case of death.• Vacation of office or Not been reappointed can be selected only if the designation entered is alternate director or additional director. <p>Interest in other entities is required to be mentioned in case of appointment only.</p> <p>User can enter the details of one such entity and if the number is more than one, then user is required to attach sheet separately for such details.</p>
6		Number of manager(s), secretary(s), Chief financial Officer or Chief Executive Officer for which the form is being filed	Enter the total number of manager(s), secretary(s) for which this eForm needs to be filed and details of only four persons can be filed through this eForm. If the total number is more than four, then file another eForm DIR12 for the remaining.
7		Details of manager(s), secretary(s), Chief financial Officer or Chief Executive Officer of the company	Enter the particulars of the manager, secretary, chief financial officer or chief executive officer of the company <input type="checkbox"/> Enter the Director Identification Number (DIN), if allotted or valid Income-tax PAN. It is mandatory to enter PAN if user is not mentioning DIN. The name and father's name shall be verified by PAN entered by the user. <input type="checkbox"/> System shall prefill the details of appointee like PAN, first name, middle name, last name, father's name and present residential address in case DIN is entered. In case of PAN, enter the details of the appointee.



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			<input type="checkbox"/> Select whether the person is being appointed or is ceasing to be associated with the company. Enter the membership number of the secretary as the same is mandatory for the designation of company secretary and purpose selected as 'appointment' in the above field and company is other than Section 8 company.
			<input type="checkbox"/> You are advised to enter the full name instead of using abbreviation in the name fields. <input type="checkbox"/> Enter the present residential address and date of birth. If the person is residing outside India, select NA in the state field from the drop down list and enter the Country code from the list of ISO Country code provided below. <input type="checkbox"/> Select the designation of the person from the drop down menu. <input type="checkbox"/> In case of appointment, enter the date of appointment and in case of cessation, enter the date of cessation <input type="checkbox"/> Enter the email ID of the person (manager, chief executive officer, chief financial officer or secretary) for communication purposes. <input type="checkbox"/> Age of the person cannot be less than eighteen years.
Declaration		I,....., a person named in the articles.....has been suppressed	Enter the person's full name giving declaration. Select the second check box and enter the serial number and date of board resolution authorizing the signatory to sign, give declaration and submit the eForm.



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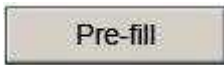


To be digitally signed by	Designation		Select one of the option from the drop-down values – Director / Manager / Company Secretary / CEO / CFO who is digitally signing the eForm.
	DSC		<p>The eForm should be digitally signed by a director or manager or secretary or CEO or CFO of the company duly authorized by the board of directors. In such case, the person signing the eForm should be different from the person in whose respect the form is being filed.</p> <p>However, if the eForm is being filed in respect of all the existing directors, then it can be signed by any one of them duly authorized by the board of directors.</p>
	Director identification number of the director; or DIN or PAN of the manager/CEO/CFO; or Membership number of the Company Secretary		<ul style="list-style-type: none"> • In case the person digitally signing the eForm is a Director - Enter the approved DIN. • In case the person digitally signing the eForm is Manager, Chief Executive Officer (CEO) or Chief Financial Officer (CFO) - Enter approved DIN or valid income-tax PAN. • In case the person digitally signing the eForm is Company Secretary - Enter valid membership number for other than Section 8 Company. In case of section 8 company, if designation is selected as ‘company secretary’, -Enter Membership Number or PAN
Attachments	<input type="checkbox"/> Declaration of the appointee director, managing director, in Form No. DIR-2 is mandatory to attach in case of appointment of a Director / Manager / Company Secretary / CEO / CFO.		

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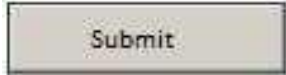
	<ul style="list-style-type: none"> Notice of resignation is mandatory to attach in case of cessation of a Director / Manager / Company Secretary / CEO / CFO. Evidence of cessation is mandatory to attach in case of cessation of a Director / Manager / Company Secretary / CEO / CFO. Interest in other entities of director it is mandatory to attach in case number of entities entered is more than one. <p>Any other information can be provided as an optional attachment(s).</p>
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Common Instructions to fill eForm

Buttons	Particulars
Pre-Fill 	<p>The Pre-fill button can appear more than once in an eForm. The button appears next to a field that can be automatically filled using the MCA database.</p> <p>Click this button to populate the field.</p> <p>Note: You are required to be connected to the Internet to use the Pre-fill functionality.</p>
Attach 	<p>Click this document to browse and select a document that needs to be attached to the eForm. All the attachments should be scanned in pdf format. You have to click the attach button corresponding to the document you are making an attachment.</p> <p>In case you wish to attach any other document, please click the optional attach button.</p>
Remove Attachment 	<p>You can view the attachments added to the eForm in the List of attachment field.</p> <p>To remove any attachment from the eForm, select the attachment in the List of attachment field and click the Remove attachment button.</p>

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Buttons	Particulars
Check Form 	<ol style="list-style-type: none"> 1. Click the Check Form button after, filling the eForm. System performs form level validation like checking if all mandatory fields are filled. System displays the errors and provides you an opportunity to correct errors. 2. Correct the highlighted errors. 3. Click the Check Form button again and. system will perform form level validation once again. On successful validations, a message is displayed “Form level pre scrutiny is successful”. <p>Note: The Check Form functionality does not require Internet connectivity.</p>
Modify 	<p>The Modify button is enabled, after you have checked the eForm using the Check Form button.</p> <p>To make changes to the filled and checked form:</p> <ol style="list-style-type: none"> 1. Click the Modify button. 2. Make the changes to the filled eForm. 3. Click the Check Form button to check the eForm again.
Pre scrutiny 	<ol style="list-style-type: none"> 1. After checking the eForm, click the Prescrutiny button. System performs some checks and displays errors, if any. 2. Correct the errors. 3. Click the Prescrutiny button again. If there are no errors, a message is displayed “No errors found.” <p>The Prescrutiny functionality requires Internet Connectivity.</p>
Submit 	<p>This button is disabled at present.</p>
Country code	<p>Enter the country code. Refer Annexure A –List of ISO Country Codes.</p>



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Part III - Important Points for Successful Submission

Fee Rules

S. No	Purpose of the form	Normal Fee	Additional Fee (Delay Fee)	Logic for Additional Fees	
				Event Date	Time limit(days) for filing
1.	Appointment/ Cessation/ Change in designation of directors and the key managerial personnel		The Companies (Registration Offices and Fees) Rules, 2014	Date of appointment/ Cessation/change in designation	30 days for other than IFSC company / 60 days for IFSC company

Fees payable is subject to changes in pursuance of the Act or any rule or regulation made or notification issued thereunder.

Processing Type

The eForm will be auto approved in case it is filed by the existing company (STP) except the case where form is filed for cessation of director u/s 167 or 169.

SRN Generation

On successful submission of the eForm DIR-12, SRN will be generated and shown to the user which will be used for future correspondence with MCA.

Challan Generation

On successful submission of the eForm DIR-12, challan will be generated depicting the details of the fees paid by the user to the Ministry. It is the acknowledgement to the user that the eForm has been filed.



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Email

When an eForm is completely processed by the authority concerned, an acknowledgement of the same with related documents, if any, is sent to the user in the form of an email to the email id of the company.

Annexure A

List of ISO Country Codes

Country Name	Country Code	Country Name	Country Code
AFGHANISTAN	AF	LIBERIA	LR
ÅLAND ISLANDS	AX	LIBYAN ARAB JAMAHIRIYA	LY
ALBANIA	AL	LIECHTENSTEIN	LI
ALGERIA	DZ	LITHUANIA	LT
AMERICAN SAMOA	AS	LUXEMBOURG	LU
ANDORRA	AD	MACAO	MO
ANGOLA	AO	MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF	MK
ANGUILLA	AI	MADAGASCAR	MG
ANTARCTICA	AQ	MALAWI	MW
ANTIGUA AND BARBUDA	AG	MALAYSIA	MY
ARGENTINA	AR	MALDIVES	MV
ARMENIA	AM	MALI	ML
ARUBA	AW	MALTA	MT
AUSTRALIA	AU	MARSHALL ISLANDS	MH
AUSTRIA	AT	MARTINIQUE	MQ
AZERBAIJAN	AZ	MAURITANIA	MR
BAHAMAS	BS	MAURITIUS	MU
BAHRAIN	BH	MAYOTTE	YT
BANGLADESH	BD	MEXICO	MX



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Country Name	Country Code	Country Name	Country Code
BARBADOS	BB	MICRONESIA, FEDERATED STATES OF	FM
BELARUS	BY	MOLDOVA, REPUBLIC OF	MD
BELGIUM	BE	MONACO	MC
BELIZE	BZ	MONGOLIA	MN
BENIN	BJ	MONTENEGRO	ME
BERMUDA	BM	MONTserrat	MS
BHUTAN	BT	MOROCCO	MA
BOLIVIA	BO	MOZAMBIQUE	MZ
BOSNIA AND HERZEGOVINA	BA	MYANMAR	MM
BOTSWANA	BW	NAMIBIA	NA
BOUVET ISLAND	BV	NAURU	NR
BRAZIL	BR	NEPAL	NP
BRITISH INDIAN OCEAN TERRITORY	IO	NETHERLANDS	NL
BRUNEI DARUSSALAM	BN	NETHERLANDS ANTILLES	AN
BULGARIA	BG	NEW CALEDONIA	NC
BURKINA FASO	BF	NEW ZEALAND	NZ
BURUNDI	BI	NICARAGUA	NI
CAMBODIA	KH	NIGER	NE
CAMEROON	CM	NIGERIA	NG
CANADA	CA	NIUE	NU
CAPE VERDE	CV	NORFOLK ISLAND	NF
CAYMAN ISLANDS	KY	NORTHERN MARIANA ISLANDS	MP
CENTRAL AFRICAN REPUBLIC	CF	NORWAY	NO
CHAD	TD	OMAN	OM



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Country Name	Country Code	Country Name	Country Code
CHILE	CL	PAKISTAN	PK
CHINA	CN	PALAU	PW
CHRISTMAS ISLAND	CX	PALESTINIAN TERRITORY, OCCUPIED	PS
COCOS (KEELING) ISLANDS	CC	PANAMA	PA
COLOMBIA	CO	PAPUA NEW GUINEA	PG
COMOROS	KM	PARAGUAY	PY
CONGO	CG	PERU	PE
CONGO, THE DEMOCRATIC REPUBLIC OF THE	CD	PHILIPPINES	PH
COOK ISLANDS	CK	PITCAIRN	PN
COSTA RICA	CR	POLAND	PL
COTE D'IVOIRE	CI	PORTUGAL	PT
CROATIA	HR	PUERTO RICO	PR
CUBA	CU	QATAR	QA
CYPRUS	CY	REUNION	RE
CZECH REPUBLIC	CZ	ROMANIA	RO
DENMARK	DK	RUSSIAN FEDERATION	RU
DJIBOUTI	DJ	RWANDA	RW
DOMINICA	DM	SAINT BARTHELEMY	BL
DOMINICAN REPUBLIC	DO	SAINT HELENA	SH
ECUADOR	EC	SAINT KITTS AND NEVIS	KN
EGYPT	EG	SAINT LUCIA	LC
EL SALVADOR	SV	SAINT MARTIN	MF
EQUATORIAL GUINEA	GQ	SAINT PIERRE AND MIQUELON	PM
ERITREA	ER	SAINT VINCENT AND THE GRENADINES	VC
ESTONIA	EE	SAMOA	WS
ETHIOPIA	ET	SAN MARINO	SM
FALKLAND ISLANDS (MALVINAS)	FK	SAO TOME AND PRINCIPE	ST



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Country Name	Country Code	Country Name	Country Code
FAROE ISLANDS	FO	SAUDI ARABIA	SA
FIJI	FJ	SENEGAL	SN
FINLAND	FI	SERBIA	RS
FRANCE	FR	SEYCHELLES	SC
FRENCH GUIANA	GF	SIERRA LEONE	SL
FRENCH POLYNESIA	PF	SINGAPORE	SG
FRENCH SOUTHERN TERRITORIES	TF	SLOVAKIA	SK
GABON	GA	SLOVENIA	SI
GAMBIA	GM	SOLOMON ISLANDS	SB
GEORGIA	GE	SOMALIA	SO
GERMANY	DE	SOUTH AFRICA	ZA
GHANA	GH	SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS	GS
GIBRALTAR	GI	SPAIN	ES
GREECE	GR	SRI LANKA	LK
GREENLAND	GL	SUDAN	SD
GRENADA	GD	SURINAME	SR
GUADELOUPE	GP	SVALBARD AND JAN MAYEN	SJ
GUAM	GU	SWAZILAND	SZ
GUATEMALA	GT	SWEDEN	SE
GUERNSEY	GG	SWITZERLAND	CH
GUINEA	GN	SYRIAN ARAB REPUBLIC	SY
GUINEA-BISSAU	GW	TAIWAN, PROVINCE OF CHINA	TW
GUYANA	GY	TAJIKISTAN	TJ
HAITI	HT	TANZANIA, UNITED REPUBLIC OF	TZ



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Country Name	Country Code	Country Name	Country Code
HEARD ISLAND AND MCDONALD ISLANDS	HM	THAILAND	TH
HOLY SEE (VATICAN CITY STATE)	VA	TIMOR-LESTE	TL
HONDURAS	HN	TOGO	TG
HONG KONG	HK	TOKELAU	TK
HUNGARY	HU	TONGA	TO
ICELAND	IS	TRINIDAD AND TOBAGO	TT
INDIA	IN	TUNISIA	TN
INDONESIA	ID	TURKEY	TR
IRAN, ISLAMIC REPUBLIC OF	IR	TURKMENISTAN	TM
IRAQ	IQ	TURKS AND CAICOS ISLANDS	TC
IRELAND	IE	TUVALU	TV
ISLE OF MAN	IM	UGANDA	UG
ISRAEL	IL	UKRAINE	UA
ITALY	IT	UNITED ARAB EMIRATES	AE
JAMAICA	JM	UNITED KINGDOM	GB
JAPAN	JP	UNITED STATES	US
JERSEY	JE	UNITED STATES MINOR OUTLYING ISLANDS	UM
JORDAN	JO	URUGUAY	UY
KAZAKHSTAN	KZ	UZBEKISTAN	UZ
KENYA	KE	VANUATU	VU
KIRIBATI	KI	VENEZUELA, BOLIVARIAN REPUBLIC OF	VE
KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF	KP	VIET NAM	VN
KOREA, REPUBLIC OF	KR	VIRGIN ISLANDS, BRITISH	VG
KUWAIT	KW	VIRGIN ISLANDS, U.S.	VI
KYRGYZSTAN	KG	WALLIS AND FUTUNA	WF



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Country Name	Country Code	Country Name	Country Code
LAO PEOPLE'S DEMOCRATIC REPUBLIC	LA	WESTERN SAHARA	EH
LATVIA	LV	YEMEN	YE
LEBANON	LB	ZAMBIA	ZM
LESOTHO	LS	ZIMBABWE	ZW

Annexure B

i. Fee for filing e-Forms or documents in case of company have share capital

Nominal Share Capital	Fee applicable
Less than 1,00,000	Rupees 200
1,00,000 to 4,99,999	Rupees 300
5,00,000 to 24,99,999	Rupees 400
25,00,000 to 99,99,999	Rupees 500
1,00,00,000 or more	Rupees 600

ii. Fee for filing e-Forms or documents in case of company not have share capital

Fee applicable
Rupees 200

Additional fee rules

Period of delays	All forms
Up to 30 days	2 times of normal fees
More than 30 days and up to 60 days	4 times of normal fees
More than 60 days and up to 90 days	6 times of normal fees
More than 90 days and up to 180 days	10 times of normal fees
More than 180 days	12 times of normal fees



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In case of an IFSC company, the additional fee shall be applicable only after the expiry of 60 days of the event date.

However, in case of form filing after 60days, the logic for delay days' calculation for computing the additional fee shall remain same as in case of other than IFSC company i.e. due date shall be considered as (Event Date + 30) even for an IFSC company.

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