

(ii) संलग्नक शीर्षक के अधीन, क्रम संख्या. 5 के स्थान पर, निम्नलिखित रखा जाएगा, अर्थात:-

“5. कंपनी के सभी प्रवर्तकों और निदेशकों द्वारा नियम 3ख के उप-नियम (3) के अनुसार, उपयुक्त और उचित व्यक्तिगत मानदंड को पूरा करने के संबंध में घोषणा;

6. वैकल्पिक संलग्नक, यदि कोई हो”

(4) प्ररूप एनडीएच-4 के पश्चात्, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:

“एनडीएच-5

शाखा को बंद करते समय दिए जाने वाले विज्ञापन का प्रारूप

[निधि नियम, 2014 के नियम 10 के उप-नियम (6) के अनुसरण में]

सूचना दी जाती है कि मैसर्स _____ (निधि) जिसका सीआईएन संख्याक _____ है, ने निम्नलिखित स्थानों पर स्थित निधि की शाखा(ओं)/ एकत्रीकरण केंद्र (द्रों)/एकत्रीकरण कार्यालय (यों)/जमा केंद्र (द्रों) को बंद करने के लिए _____ (संबंधित क्षेत्र) के क्षेत्रीय निदेशक का पूर्व अनुमोदन [अनुमोदन संख्या..... तारीख द्वारा] प्राप्त कर लिया है:-

- 1.
- 2.
- 3.

तदनुसार, सर्व संबंधित को यह सूचित किया जाता है कि निधि की उपर्युक्त उल्लिखित शाखा(ओं)/ एकत्रीकरण केंद्र (द्रों)/एकत्रीकरण कार्यालय (यों)/ जमा केंद्र (द्रों) को तारीख.....से बंद कर दिया गया है।

निधि के प्राधिकृत हस्ताक्षरकर्ता द्वारा हस्ताक्षरित

[कृते _____ (निधि)]

निधि का पता _____”।

[फा. सं. 5/28/2020-सीएल-VII]

मनोज पाण्डेय, संयुक्त सचिव

टिप्पण: मूल नियम भारत के राजपत्र में सा.का.नि. संख्या 258(अ), तारीख 31 मार्च, 2014 द्वारा प्रकाशित किए गए थे और अधिसूचना संख्या सा.का.नि.114(अ), तारीख 14 फरवरी, 2020 द्वारा अंतिम बार संशोधित किए गए।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 19th April, 2022

G.S.R. 301(E).—In exercise of the powers conferred by sub-section (1) of section 406 read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules, further to amend the Nidhi Rules, 2014, namely:-

1. **Short title and commencement.**— (1) These rules may be called the Nidhi (Amendment) Rules, 2022.
(2) They shall come into force on the date of their publication in the Official Gazette.
2. In the Nidhi rules, 2014 (hereinafter referred to as the said rules), in rule 3, in sub-rule (1), after clause (a), the following clause shall be inserted, namely:-
“(aa) ‘Branch’ means a place other than the registered office of Nidhi”,

3. (1) In rule 3A of the said rules, after the third proviso, the following provisos shall be inserted, namely:-

"Provided also that no company, which has not complied with the requirements of this rule, or fails to comply with such requirement on or after the commencement of the Nidhi (Amendment) Rules, 2022, or in case the application submitted by the company in Form NDH-4 is or has been rejected by the Central Government, shall raise any deposit from its members or provide any loan to its members under the provisions of these rules from the date of such non-compliance, or from the date of the commencement of the above said rules, or the date of rejection of the application in Form NDH-4, whichever is later.

Provided also that if any deposit raised by a company after the date of non-compliance, or the date of commencement of the above said rules, or the date of rejection of the application in Form NDH-4, whichever is later as referred to in the fourth proviso shall be deemed to have been raised in pursuance of Chapter V of the Act, and shall be subject to all the requirements under that Chapter, or under any other provisions of the Act or the rules made thereunder, as the case may be.

Provided also that nothing in this rule shall apply to companies incorporated as Nidhi on or after the commencement of the above said rules."

(3)(2) After rule 3A, of the said rules, the following rule shall be inserted, namely:-

" 3B. (1) On and after commencement of Nidhi (Amendment) Rules, 2022, public company desirous to be declared as a Nidhi shall apply, in Form NDH-4, within a period of one hundred twenty days of its incorporation for declaration as Nidhi, if it fulfils the following conditions, namely:-

- (I) it has not less than two hundred members; and
- (II) it has Net Owned Funds of twenty lakh rupees or more.

(2) The company shall also attach, alongwith Form NDH-4, the declaration with regard to fulfilment of fit and proper person criteria, as per this sub-rule, by all the promoters and directors of the company.

(3) For the purpose of determining as to whether any promoter or director is a 'fit and proper person', the following shall be taken into account, namely:-

(a) integrity, honesty, ethical behaviour, reputation, fairness and character of the person; and

(b) the person not incurring any of the following disqualifications, namely:-

(i) criminal complaint or information under section 154 of the Code of Criminal Procedure, 1973 (2 of 1974) has been filed by a person authorised by the Central Government against such person and which is pending;

(ii) charge sheet has been filed against such person by any enforcement agency in matters concerning economic offences which is pending;

(iii) an order of restraint, prohibition or debarment has been passed against such person

by any regulatory authority or enforcement agency in any matter concerning company law, securities laws or financial markets which is in force;

(iv) an order of conviction has been passed against such person by a court for any offence involving moral turpitude;

(v) such person has been declared insolvent and not been discharged;

(vi) such person has been found to be of unsound mind by a court of competent jurisdiction and the finding is in force;

(vii) such person has been categorised as a willful defaulter;

(viii) such person has been declared a fugitive economic offender;

(ix) such person is a director in five or more companies incorporated or declared as Nidhi, or is a promoter of three or more companies incorporated or declared as Nidhi.

(4) The Central Government, shall examine the application filed in Form NDH-4 and convey its decision within a period of forty five days to the company:

Provided that in case a decision on an application filed in form NDH-4 is not taken by the Central Government within the aforesaid period of receipt of such application, the same shall be deemed as approved.

(5) On being satisfied that the company meets the requirements under sub- rules (2) and (3), the Central Government, shall notify in the Official Gazette, declaring it as a Nidhi or Mutual Benefit Society, as the case may be:

Provided that the decision of the Central Government approving the application, shall be filed by the company with the Registrar alongwith Form 20A required under section 10A of the Act:

Provided further that such company shall commence its business only once the decision of the Central Government approving its application is obtained from the Central Government pursuant to the declaration given under rule 12 of the Companies (Incorporation) Rules, 2014.

(6) In case a company does not comply with the requirements of sub- rule (1) of this rule, it shall not be allowed to file Form No. SH-7 (Notice to Registrar of any alteration of share capital) and Form PAS-3 (Return of allotment).

(7) The provisions of this rule shall not be applicable to a public company incorporated under the Act before the date of commencement of the Nidhi (Amendment) Rules, 2022.

4. In rule 4 of the said rules, in sub-rule (1), -

(a) for the words “five lakh rupees”, the words “ten lakh rupees” shall be substituted;

(b) the following proviso shall be inserted, namely:-

“Provided that every Nidhi existing as on the date of commencement of the Nidhi Amendment Rules, 2022, shall comply with this requirement within a period of eighteen months from the date of such commencement”.

5. In rule 5 of the said rules, the following sub-rule shall be inserted, namely:-

“ (5) The provisions of this rule shall not be applicable for the companies incorporated as Nidhi on or after the commencement of the Nidhi (Amendment) Rules, 2022”.

6. In rule 6, of the said rules,

(i) for clause (d), the following clause shall be substituted, namely:-

“(d) acquire or purchase securities of any other company or control the composition of the Board of Directors of any other company in any manner whatsoever or enter into any arrangement for the change of its management”;

(ii) after clause (k), the following clause shall be inserted, namely :-

“ (l) raise loans from banks or financial institutions or any other source for the purpose of advancing loans to members of Nidhi”.

7. In rule 8, of the said rules, after sub-rule (3), the following sub-rule shall be inserted, namely:-

“(4) A member shall not transfer more than fifty percent of his shareholding (as on the date of availing of loan or making of deposit) during the subsistence of such loan or deposit, as the case may be.

Provided that the member shall retain the minimum number of shares required under sub-rule (3) of rule 7 at all times”.

8. In the said rules, in rule 9,

(a) for the words “ten lakh”, the words “twenty lakh” shall be substituted;

(b) the following proviso shall be inserted, namely:-

“Provided that every Nidhi existing as on the date of commencement of the Nidhi (Amendment) Rules, 2022 shall comply with this requirement within a period of eighteen months from the date of such commencement”.

9. In rule 10, of the said rules,

(i) in sub-rule (3), after the words, “Regional Director”, the words “by applying in Form NDH-2 along with fee specified in the Companies (the Registration Offices and Fees) Rules, 2014”, shall be inserted;

(ii) in sub-rules (4) and (5), the words “or collection centres or offices or deposit centres, or by whatever name called” shall be omitted;

(iii) for sub-rule (6), the following sub-rule shall be substituted, namely:-

“(6) (a) A Nidhi shall not close any branch, unless, -

(i) the proposal to close the branch along with the plan as to how the existing deposits have been or shall be paid off and how the existing loan shall be recovered is duly approved by the Board at its meeting; and

(ii) it has obtained the prior approval of the Regional Director by applying in Form NDH-2 along with fee as specified in the Companies (the Registration Offices and Fees) Rules, 2014 at least sixty days prior to such closure.

Provided that the Regional director shall consider such application and pass orders within a period of thirty days of receipt of such application.

(b) After obtaining approval from the Regional Director, the Nidhi shall-

(i) publish advertisement, as per format NDH-5, in a newspaper in vernacular language in the place where it carries on business at least thirty days prior to such closure, informing the public about such closure;

(ii) fix a copy of such advertisement or a notice informing such closure of the branch on the notice board of Nidhi as well as the relevant Branch for a period of at least thirty days from the date on which advertisement was published;

(iii) give an intimation to the Registrar within a period of thirty days of such closure in Form NDH-2 along with fee as specified in Companies (the Registration Offices and Fees) Rules, 2014”.

(iv) after sub-rule (6), the following sub-rule (7) shall be inserted, namely:-

“(7) Any place, not being a registered office or a branch, where a Nidhi carries on its operation shall be closed within a period of six months from the date of commencement of the Nidhi (Amendment) Rules, 2022 and intimation shall be sent to the Registrar in this

regard in Form NDH-2.”

10. In rule 12 of the said rules, in sub-rule (1), after the word, “gold” the word “silver” shall be inserted.

11. In rule 14, of the said rules, in the proviso, after the words, “approval of the Regional Director”, the words “by making application in Form NDH- 2 alongwith fee specified in the Companies (the Registration Offices and Fees) Rules, 2014” shall be inserted.

12. In rule 15, of the said rules, in sub-rule (1), the following proviso shall be inserted, namely :-

“Provided that in case of joint shareholders, the loan shall be provided to the member whose name appears first in the Register of members”.

13. For rule 18 of the said rules, the following rule shall be substituted, namely:-

“ 18. Dividend. A Nidhi shall not declare dividend exceeding twenty five per cent in a financial year”.

14. In rule 20, of the said rules, in sub-rule (6), after the word “gold”, wherever it occurs , the words “or silver” shall be inserted.

15. In rule 23A, of the said rules, after the first proviso, the following provisos shall be inserted, namely:-

“Provided further that no company which has not complied with the requirements of this rule, or fails to comply with such requirement on or after the date of commencement of the Nidhi (Amendment) Rules, 2022, or in case the application submitted by the company in Form NDH-4 is or has been rejected by the Central Government, shall raise any deposit from its members or provide any loan to its members under the provisions of these rules from the date of such non-compliance, or the date of commencement of the said rules, or the date of rejection of the application in Form NDH-4, whichever is later.

Provided also that any deposit raised by a company after the date of non-compliance, or the date of commencement of the above said rules, or the date of rejection of the application in Form NDH-4, whichever is later, as referred to in the second proviso shall be deemed to have been raised in pursuance of Chapter V of the Act, and shall be subject to all the requirements under that Chapter, or under any other provisions of the Act or the rules made thereunder, as the case may be.

16. In the Annexure to the said rules,

(1) In Form NDH-2-

(a) for the heading “Application for extension of time”, the heading “Application to Regional Director and Intimation to Registrar”, shall be substituted ;

(b) for serial No. 4, the following shall be substituted, namely :-

“4. Application filed for:

(i) for extension of time under sub-rule (3) of rule 5

(ii) for permission of Regional Director for opening of branch under sub- rule (3) of rule 10

(iii) for permission of Regional Director for closing of branch under clause (a) of sub-rule 6 of rule 10

(iv) for intimation to Registrar for opening or closing of branch under rule 10

(v) for intimation to Registrar for closure of collection centres etc. under rule 10

(vi) for permission of Regional Director for withdrawal of unencumbered deposits under rule 14”.

(c) for serial no. 6, the following shall be substituted, namely: -

“6. ‘Reasons for the application’.”

(2) In Form NDH-3, of the said rules, in serial number 8 after (vi), the following shall be inserted:-

“(vii) Net Owned Fund: _____”;

(3) In Form NDH-4, -

(i) serial no. 9(a) shall be renumbered as 9(b) thereafter, and before serial number 9(b) as so renumbered, the following shall be inserted, namely:-

“9(a) Net Owned Fund: _____ “;

(ii) under heading Attachments, for serial number 5, the following shall be substituted, namely :-

“ 5. Declaration with regard to fulfilment of fit and proper person criteria, as per sub-rule (3) of rule 3B, by all the Promoters and Directors of the company. ;

6. Optional attachment, if any”

(4) after Form NDH-4, the following shall be inserted namely:-

“NDH-5

Format of advertisement to be given while closing branch

[Pursuant to sub-rule (6) of rule 10 of the Nidhi Rules, 2014]

Notice is hereby given that M/s _____ (Nidhi) having its CIN Number _____ has obtained, the prior approval of the Regional Director at _____ (concerned region) [vide Approval Number ----- dated -----] for closure of branch(es)/ collection centre(s)/ collection office(s)/ deposit centre(s) of the Nidhi located at following places:-

- 1.
- 2.
- 3.

Accordingly, it is informed to all concerned that above mentioned branch(es)/ collection centre(s)/ collection office(s)/ deposit centre(s) of the Nidhi shall stand closed with effect from _____.

Signed by authorised signatory of Nidhi

[For _____ (Nidhi)]

Address of Nidhi _____” .

[F. No. 5/28/2020-CL-VII]

MANOJ PANDEY, Jt. Secy.

Note : The principal rules were published in the Gazette of India vide number G.S.R. 258(E), dated the 31st March, 2014 and were last amended vide notification number G.S.R. 114(E) dated the 14th February, 2020.

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VERIYA
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