

[To published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i)]

**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

**NOTIFICATION**

**New Delhi, 10.04.2018**

**G.S.R. \_\_\_\_ (E).**— In exercise of the powers conferred by 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 Companies (Share Capital and Debentures) Rules, 2014, namely:—

1. Short title and commencement. - (1) These rules may be called the Companies (Share Capital and Debentures) Amendment Rules, 2018.

(2) They shall come into force on the date of their publication in the Official Gazette.

2. In the Companies (Share Capital and Debentures) Rules, 2014, in rule 5, for sub-rule (3) of, the following sub-rule shall be substituted, namely:-

“(3) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed company secretary:

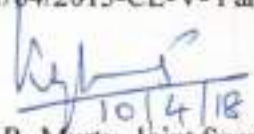
Provided that in case the company has a common seal it shall be affixed in the presence of persons required to sign the certificate.

*Explanation.* - For the purposes of this sub-rule, it is hereby clarified that,-

(a) in case of an One Person Company, it shall be sufficient if the certificate is signed by a director and the company secretary or any other person authorised by the Board for the purpose.

(b) a director shall be deemed to have signed the share certificate if his signature is printed thereon as facsimile signature by means of any machine, equipment or other mechanical means such as engraving in metal or lithography or digitally signed, but not by means of rubber stamp, provided that the director shall be personally responsible for permitting the affixation of his signature thus and the safe custody of any machine, equipment or other material used for the purpose.

[F. No. 01/04/2013-CL-V- Part-III]

  
10/4/18  
K.V.R. Murty, Joint Secretary

Note:- The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, sub-section (i) *vide* number G.S.R. 265(E), dated 31<sup>st</sup> March, 2014 and subsequently amended *vide* notifications as detailed below:-

Sl.No.	Notification number	Date
1.	G.S.R. 413 (E)	18.06.2014
2.	G.S.R. 210 (E)	18.03.2015
3.	G.S.R. 439 (E)	29.05.2015
4.	G.S.R. 841 (E)	06.11.2015
5.	G.S.R. 290 (E)	10.03.2016
6.	G.S.R. 358 (E)	29.03.2016
7.	G.S.R. 704 (E)	19.07.2016
8.	G.S.R. 791 (E)	12.08.2016

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