



WHO CAN AUTHENTICATE DOCUMENTS / CONTRACTS / REGULATORY FILINGS ON BEHALF OF A COMPANY?

As per Section 21 of Companies Act, 2013 [CA,2013]:

- a. a document or proceeding requiring authentication by a company; or
- b. contracts made by or on behalf of a company, may be signed by any Key Managerial Personnel ["KMP"] or an Officer or Employee of the company duly authorised by the Board in this behalf.

As per Section 2(59) of CA,2013 "officer" includes any director, manager or KMP or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act

As per Section 2(51) of CA, 2013 "KMP", in relation to a company, means:

- a. the Chief Executive Officer or the managing director or the manager;
- b. the Company Secretary;
- c. the Whole-time director;
- d. the Chief Financial Officer
- e. such other officer, not more than one level below the directors who is in whole-time employment, designated as KMP by the Board

From the abovementioned definitions, prima facie we come to a conclusion that the following persons can authenticate documents, contracts and proceedings on behalf of the Company:

- a. Directors
- b. Manager
- c. Chief Executive Officer
- d. Chief Financial Officer



- e. Company Secretary
- f. Any officer reporting to a whole-time director being designated as KMP
- g. Any employee duly authorized by the Board.

Hence, it can be said that Directors and KMPs are deemed signatories for signing or executing documents and contracts in the name of a company without any further authorization by the Board. Whereas if an “officer” other than a Director or KMP were to sign or execute a document or a contract, then express authorization to that effect is required by the Board to enable that “officer” to be an “Authorized Signatory”.

The question is whether all or any of the abovementioned persons can then also authenticated all regulatory filings?

As per fifth proviso to Rule 7 of The Companies (Registration Offices and Fees) Rules, 2014 – any correspondences (physically or electronically) and documents to be filed through the portal of the Registrar/Central Government by any person shall contain name, designation, address, **Membership number or Director Identification Number**, as the case may be, of the person signing such document and make sure correctness thereof and **in no case, correspondence, merely with signature and writing authorised signatory shall be acceptable.**

Further Rule 8 of the aforesaid rules, about Authentication of documents clarifies that “the electronic forms required to be filed under the Act or the rules thereunder shall be authenticated on behalf of the company by the Managing Director or Director or Secretary of the Company or other KMP.”

It is therefore made very clear that **not any “Authorised Signatory”** nor **“any Employee” despite having Board authorisation**; can authenticate regulatory filings. As per the present dispensation in authenticating e-forms, the process enables only “deemed signatories” to sign and file. There is no enablement for an “Authorised Signatory” to sign and file despite express Board authorisation, in spite of provision having been made in the e-forms for mentioning the Board resolution date.

Form_MGT-14.pdf - Adobe Reader

Please fill out the following form. You can save data typed into this form.

Declaration

I am authorized by the Board of Directors of the Company vide resolution no. Dated (DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form. It is also certified that copy of the resolution(s) or agreement(s) filed herewith is or are a true copy(s) of the original.
3. Any application, writ petition or suit had not been filed regarding the matter in respect of which this petition/application has been made, before any court of law or any other authority or any other Bench or the Board and not any such application, writ petition or suit is pending before any of them.

To be digitally signed by

Designation

Name of liquidator

Director identification number

PAN of the liquidator,

CEO or CFO, or membership number of Company secretary,

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form, it is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/ applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this



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Further it is noted that despite the provisions for enablement of **persons other than** Managing Director or Whole Time Director or Manager or Chief Financial Officer or Company Secretary, **to be designated as KMP**, there is no provision to file Form DIR 12 for such persons. Neither there is an e-form prescribed to notify the MCA as to the authority provided to an “officer” to sign and execute documents and contracts. Due to this inability, such an “officer” is not recognised on MCA portal as a Signatory. Form MGT 14 can however be filed for applicable companies. This however doesn’t identify them as KMP on MCA portal.

In case of a Chief Executive Officer or Chief Finance Officer [not being a member of ICAI or ICSI or ICAI (Cost Accountants)], being non-director but being an Authorised Signatory, PAN can be mentioned instead of membership number and signature can be affixed for filing forms.

Therefore a person being a Director or KMP executing a document or contract or filing a form should mention their actual designation and if the executant is an authorized officer of the Board, in addition to mentioning their designation, should also provide reference to the Board resolution vesting authority and shall attach a certified copy of such resolution to the document or contract executed. Merely mentioning “Authorized Signatory” without the above should be desisted.

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