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ABOUT THIS DOCUMENT

This Instruction Kit is designed as a step-by-step guide to assist the user in filling up the webform. This document provides references to law(s) governing the webform, guidelines to access the application, instructions to fill the webform at field level and important check points while filling up the webform along with other instructions to fill the webform.

User is advised to refer to the respective instruction kit for filing of each webform.

This document is divided into following sections:



Part I – Law(s) governing the webform



Part II– Accessing Form No. DIR-11 application



Part III – Instructions to fill the webform



Part IV – Key points for successful submission

Click on any section link to refer to the particular section.

1 PART I – LAW(S) GOVERNING THE WEBFORM

Pursuant to proviso to Section [168 \(1\)](#) of the Companies Act, 2013 and Rule [16](#) of the Companies (Appointment and Qualification of Directors) Rules, 2014

1.1 Purpose of the webform

Form No. DIR-11 aims to simplify the process for filing application for notice of resignation of a director to the Registrar.

Form No. DIR-11 can be filed for below purpose:

Where a director resigns from his office, he may within a period of thirty days from the date of resignation, forward to the Registrar a copy of his resignation along with reasons for the resignation in webform DIR-11 along with the fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.

Provided that in case a company has already filed Form No. DIR-12 with the Registrar under Rule 15, a foreign director of such company resigning from his office may authorise in writing a practicing chartered accountant or cost accountant in practice or company secretary in practice or any other resident director of the company to sign Form No. DIR-11 and file the same on his behalf intimating the reasons for the resignation.

1.2 Important Check Points while filling up the webform

- ✓ *Please read instructions and guidelines carefully before filling online application webforms.*
- ✓ *Please attach the required mandatory supporting documents in the specified format only.*
- ✓ *Please ensure that company is registered on the MCA portal and has a valid and approved CIN.*
- ✓ *Please ensure that the signatory to the webform has an approved DIN or valid Membership number, as applicable.*
- ✓ *Please note that the signing authority of the webform has a valid and non-expired/non-revoked DSC.*
- ✓ *Please ensure that the DSC of the signatory attached in the webform is registered on MCA portal against the DIN/Membership number as provided in the webform.*
- ✓ *If the space within any of the fields is not sufficient to provide all the information, then additional details can be provided as an optional attachment to the webform.*
- ✓ *Please ensure that there is no other 'Form No. DIR-11' pending for payment and approved against the DIN and designation selected in relation to CIN entered in the webform.*
- ✓ *Please ensure DIN entered in the signatory field is associated with the CIN under any of the director's designation.*
- ✓ *Please ensure that the effective date of resignation is same as the date of cessation entered in webform DIR-12 if already filed by the company for Cessation of Director.*
- ✓ *Please ensure nationality of DIN entered for category 'Other director of the company' under signatory field is 'India'.*

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(Notice of resignation of a director to the Registrar)

- ✓ Please ensure DIN entered in the signatory field for the category 'other director of the company' is not flagged for disqualification of the director.
- ✓ Please ensure that DIN entered in data field - DIN/Membership number (Signatory), in case of Nationality of the director resigning is other than 'India' and 'No' selected in field number 7 i.e. "Whether intimation of resignation is filed by the director himself/herself", shall be different from DIN entered in data field number 1(a) i.e. "Director Identification Number (DIN)" and associated with the CIN entered in data field number 2(b) i.e. "Corporate Identity Number (CIN)".
- ✓ Please note that 'Yes' is selected in field number 7 i.e. "Whether intimation of resignation is filed by the director himself/herself" in case webform DIR-12 has not been filed by the company already for this resignation.
- ✓ Please ensure that the membership number and/or certificate of practice number of the professional certifying the webform is a valid membership/certificate of practice number as existing in the database for that particular category of the professional and further they should not also be debarred.
- ✓ Please provide Membership Number in case, certification is done by CA/CWA & COP number in case, certification is done by CS in the field "Certificate by Practicing Professional".

2 PART II – ACCESSING FORM NO. DIR-11 APPLICATION

2.1 Application Process for Form No. DIR-11

2.1.1 Initial Submission

2.1.1.1 Option 1

STEP 1: Access MCA homepage

STEP 2: Login to MCA portal with valid credentials¹

STEP 3: Select “MCA services” and further select “E-Filing”

STEP 4: Select “Company Forms Download” module

STEP 5: Navigate to the header “Appointment / Change related filings”

STEP 6: Access “Notice of resignation of a director to the registrar (Form No. DIR-11)”

STEP 7: Enter DIN information²

STEP 8: Fill up the application

STEP 9: Save the webform as a draft (optional)³

STEP 10: Submit the webform

STEP 11: SRN is generated upon submission of webform (The SRN can be used by the user for any future correspondence with MCA)

STEP 12: Affix the DSC

STEP 13: Upload the DSC affixed pdf document on MCA portal

STEP 14: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed document or due date of filing of the webform + 2 days, whichever is earlier, the SRN will be cancelled)

STEP 15: Acknowledgement is generated

2.1.1.2 Option 2

STEP 1: Access MCA homepage

STEP 2: Access Form No. DIR-11 through search bar on MCA homepage (website search)⁴

STEP 3: Login to MCA portal with valid credentials

STEP 4: Enter DIN information²

STEP 5: Fill up the application

STEP 6: Save the webform as a draft (optional)³

STEP 7: Submit the webform

STEP 8: SRN is generated upon submission of webform (The SRN can be used by the user for any future correspondence with MCA)

STEP 9: Affix the DSC

STEP 10: Upload the DSC affixed pdf document on MCA portal

¹ In case Option 1 is selected, the user will have an option to either login immediately after accessing the MCA homepage, or login after selecting “Notice of resignation of a director to the registrar” in case the user is not already logged in.

² In case the user filling the webform is a director then, DIN will be auto populated based on the user id from which the user logs in.

In case the user filling the webform is a Professional user, he will be allowed to file webform on behalf of any Director and DIN shall be entered manually.

³ The option to save the webform as a draft shall be enabled once the user enters the DIN.

⁴ In case Option 2 is selected, the user will have an option to either login immediately after accessing the MCA homepage or login after performing the website search.

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STEP 11: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed document or due date of filing of the webform + 2 days, whichever is earlier, the SRN will be cancelled)

STEP 12: Acknowledgement is generated

3 PART III – INSTRUCTIONS TO FILL THE WEBFORM

3.1 Specific Instructions to fill 'Form No. DIR-11' at Field Level

Instructions to fill 'Form No. DIR-11' are tabulated below at field level. Only important fields that require detailed instructions are explained. Self-explanatory fields are not explained.

| Field No. | Field Name | Instructions |
|-----------|---|---|
| | Resignation Details Notice is hereby given that,, the director of M/s has/have resigned from the office of director of the company with effect from, the details of which are given below: | <ul style="list-style-type: none"> i. This field shall be <i>pre-filled</i> based on name of the director entered in field number 1 (b) i.e. 'Name of the director'. ii. This field shall be non-editable to the user. |
| | | <ul style="list-style-type: none"> i. This field shall be prefilled based on the name of the company entered in field number 2 (a) i.e. 'Name of the company'. ii. This field shall be non-editable to the user. |
| | | <ul style="list-style-type: none"> i. This field shall be prefilled based field number 4 (b) i.e. 'Effective date of resignation specified in the notice of resignation'. ii. This field shall be non-editable to the user. |
| 1 | Director Details | |
| 1 (a) | Director Identification Number (DIN) | <ul style="list-style-type: none"> i. This field shall be prefilled based on user ID. ii. User shall be able to edit this field. iii. DIN entered shall be valid and approved DIN. |
| 1 (b) | Name of the director | <ul style="list-style-type: none"> i. This field shall be prefilled based on DIN entered in field number 1 (a) i.e. 'Director Identification Number (DIN)'. ii. This field shall be non-editable to the user. |
| 1 (c) | Nationality | <ul style="list-style-type: none"> i. This field shall be prefilled based on DIN entered in field number 1 (a) i.e. 'Director Identification Number (DIN)'. ii. This field shall be non-editable to the user. |
| 2 | Company Details | |
| 2 (a) | Name of the company | Kindly select from dropdown the list of companies in which the person is holding position as a 'Director' or 'Managing director' or 'Alternate director' or 'Additional director' or 'Director appointed in casual vacancy' or 'Nominee director' or 'Whole-time director'. |
| 2 (b) | CIN | <ul style="list-style-type: none"> i. CIN provided shall be a valid CIN against which no flag for filing webform INC-22 shall be enabled. ii. These fields shall be prefilled based on name of the company selected in field number 2 (a) i.e. 'Name of the company'. |
| 2 (c) | Registered office address | <ul style="list-style-type: none"> iii. This field shall be non-editable to the user. |
| 2 (d) | Email id of the company | |

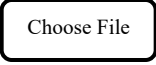


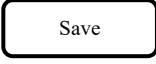
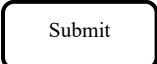
Instruction Kit for Form No. DIR-11
(Notice of resignation of a director to the Registrar)

| Field No. | Field Name | Instructions |
|-----------|--|--|
| 3 (a) | Other Details Date of appointment | This field shall be prefilled based on DIN entered in field number 1(a) i.e., 'Director Identification Number (DIN) and name of the company selected in field number 2 (a) i.e. 'Name of the company'. |
| 3 (b) | Designation | This field shall be prefilled based on DIN entered in field number 1(a) i.e., 'Director Identification Number (DIN) and name of the company selected in field number 2 (a) i.e. 'Name of the company'. |
| 3 (c) | Category | <ul style="list-style-type: none"> i. User shall be able to select 'Independent' only if company selected in field 2 (a) i.e. 'Name of the company' is a public company. ii. User shall not be able to select 'Independent' in case of designation in field number 3(b) selected is 'managing director, nominee director and whole-time director'. |
| 3 (d) | DIN of the director to whom the appointee was alternate | <ul style="list-style-type: none"> i. This field shall be displayed and mandatory in case 'Alternate Director' is selected in field number 3 (b) i.e. 'Designation'. ii. DIN entered by user shall be valid and approved DIN. |
| 3 (e) | Name of the original director | <ul style="list-style-type: none"> i. This field shall be displayed and mandatory in case 'Alternate Director' is selected in field number 3 (b) i.e. 'Designation'. ii. This field shall be prefilled based on the DIN entered in field number 3(d) i.e. 'DIN of the director to whom the appointee was alternate'. |
| 4 (a) | Date of filing of resignation with the company | Date entered shall be equal to or greater than the date of appointment entered in field number 3 (a) i.e. 'Date of appointment'. |
| 4 (b) | Effective date of resignation specified in the notice of resignation | Date entered shall be equal to or greater than the date of filing of resignation entered in field number 4 (a) i.e. 'Date of filing of resignation with the company'. |
| 5 (a) | Reasons for resignation | Kindly ensure to specify the reasons for resignation from the company. |
| | Attachments | The attachments shall be in pdf or.jpg format. The size of each individual attachment can be up to 2MB. |
| (a) | Notice of resignation filed with the company | These attachments are mandatory for the user to attach. |
| (b) | Proof of dispatch | |
| (c) | Acknowledgement received from company | This attachment shall be displayed and mandatory in case 'Yes' is selected in field number 6 i.e. 'Whether confirmation is received back from the company'. |

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| Field No. | Field Name | Instructions |
|-----------|--|---|
| (d) | Optional attachments – if any | <ul style="list-style-type: none"> i. This field can be used to provide any other information. ii. Please note that the user has an option to upload up to five optional attachments. |
| | <p>Declaration</p> <p>I,, the applicant do solemnly declare that to the best of my/ our knowledge and belief the information given in this return is correct and complete.</p> | <p>This field shall be displayed and applicable in case Nationality of the director resigning is 'India' or in case it is other than India but 'Yes' selected in field number 7 i.e. 'Whether intimation of resignation is filed by the director himself/herself'.</p> |
| | <p>To be digitally signed by Director</p> <p>DIN</p> <p>I,, do solemnly declare that to the best of my knowledge and belief the information given in this return is correct and complete.</p> | <ul style="list-style-type: none"> i. These fields shall be displayed and applicable in case Nationality of the director resigning is 'India' or in case it is other than India but 'Yes' selected in field number 7 i.e. 'Whether intimation of resignation is filed by the director himself/herself'. ii. This field shall be prefilled based on DIN entered in field number 1 (a) 'Director Identification Number (DIN)'. |
| | <p>To be digitally signed by Director or Chartered Accountant or Company secretary, or Cost Accountant"</p> | <ul style="list-style-type: none"> i. This field and subsequent field shall be displayed and applicable in case of Nationality of the director resigning is other than 'India' and 'No' selected in field number 7 i.e. 'Whether intimation of resignation is filed by the director himself/herself'. ii. The webform shall be certified by a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice) or company secretary (in whole-time practice) or other director by digitally signing the webform. |
| | Category | Select the relevant category of the professional and whether he/ she is an associate or fellow. |
| | DIN/Membership number | In case the professional is a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice), enter the membership number. |
| | Certificate of practice number | In case the practicing professional is a company secretary (in whole-time practice), enter the certificate of practice number. |

3.2 Other instructions to fill 'Form No. DIR-11'

| Buttons | Particulars |
|---|---|
|  | <ul style="list-style-type: none"> i. Click the “Choose File” button to browse and select a document that is required to be attached as a supporting to Form No. DIR-11. ii. All attachments should be uploaded in <i>pdf or .jpg format</i>. The total size of the document being submitted can be up to 10 MB. iii. The user has an option to attach multiple files as attachments within the webform. |
|  | <p>The user has an option to remove files from the attachment section using the “Remove” option provided against each attachment.</p> |
|  | <p>The user has an option to download the attached file(s) using the “Download” option provided against each attachment.</p> |
|  | <ul style="list-style-type: none"> i. Click on “Save” button for saving the application in a draft form at any given point in time prior to submitting the webform. ii. The “Save” option will be enabled only after entering the <i>DIN</i>. iii. This is an optional field. iv. On saving the webform, all the information filled in the webform will be saved and can be edited/updated till the time webform is submitted. v. The previously saved drafts can also be accessed (at a later point in time) using the application history functionality. |
|  | <ul style="list-style-type: none"> i. This is a mandatory field. ii. When the user clicks on the “submit” button the details filled in the webform are auto saved and the system verifies the webform. In case errors are detected the user will be taken back to webform and all the relevant error messages shall be displayed. iii. In case at the submission of webform no errors are detected by the system the submission will be successful. |

4 PART IV – KEY POINTS FOR SUCCESSFUL SUBMISSION

4.1 Fee rules

| S# | Purpose of webform | Normal Fee | Additional (Delay Fee) | Logic for Additional Fees | |
|----|--|---|------------------------|-------------------------------|---|
| | | | | Event Date | Time limit (days) for filing |
| 1 | Form No. DIR-11 (Application for notice of resignation by Director) | The Companies (Registration Offices and Fees) Rules, 2014 | | Effective date of resignation | T+29 days where T = Effective date of resignation |

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

4.1.1 The Companies (Registration offices and Fees) Rules, 2014

Table 1

Normal filing fee

In case of company having share capital

| S# | Contribution Amount (INR) | Normal Fee applicable (INR) |
|----|---------------------------|-----------------------------|
| 1 | Less than 1,00,000 | 200 |
| 2 | 1,00,000 to 4,99,999 | 300 |
| 3 | 5,00,000 to 24,99,999 | 400 |
| 4 | 25,00,000 to 99,99,999 | 500 |
| 5 | 1,00,00,000 or more | 600 |

In case of company not having share capital

Normal Fee applicable (INR)

200

Table 2

Additional Fees in case of delay in filing of webforms

| S# | Period of delay | Additional fee applicable (INR) |
|----|--------------------------------------|---------------------------------|
| 1 | Up to 30 days | 2 times of normal filing fees |
| 2 | More than 30 days and up to 60 days | 4 times of normal filing fees |
| 3 | More than 60 days and up to 90 days | 6 times of normal filing fees |
| 4 | More than 90 days and up to 180 days | 10 times of normal filing fees |
| 5 | More than 180 days | 12 times of normal filing fees |

4.2 Processing Type

Form No. DIR-11 shall be processed in STP mode and shall be taken on record through electronic mode without any further processing. Ensure that all particulars in the webform are correct. There is no provision for resubmission of this webform.

4.3 Useful links

1. Link to access Form No. DIR-11: <https://www.mca.gov.in/MinistryV2/companyformsdownload.html>
2. FAQ's related to e-filing: <https://www.mca.gov.in/MinistryV2/efiling.html>
3. Payment and Fee related services: <https://www.mca.gov.in/MinistryV2/paymentservices.html>