



## Total Number of Directors

1 message

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To: gangdevravi26@gmail.com <gangdevravi26@gmail.com>

Tue, Apr 26, 2022 at 11:41

Dear Ravi,

Following shall be position of the directors for the purpose of computation of total number of directors under the section 152(6) of the Companies Act, 2013:

Director	For the purpose of computation under 152(6)
Independent Director	As per explanation to section 152(6): For the purposes of this sub-section, "total number of directors" shall not include independent directors
SSD	According to Rule 7(5)(a) of the Companies (Appointment and Qualification of Directors) Rules, 2014, SSD are not included in the total number of directors used for calculating rotational directors u/s 152(6)
Add. Director	Additional director cannot be termed as regular director appointed under section 152 of the Companies Act, 2013. Further his term of office is only upto the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. This provision clears the ambiguity that any director whose period of office is pre-determined on his appointment shall not be included in the "total number of directors" for the purpose of section 152(6).
Alternate director	The alternate director shall not be included in the "total number of directors" for the purpose of section 152(6) as alternate director is holding alternate directorship in place of the director, he has been so appointed. For this very purpose, the alternate director will not be included in the "total number of directors" as rotational director. As original director is taken into consideration.
Nominee director	Section 152 of the Companies Act, 2013 states that save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting. It can be said that unlike regular director, nominee director is not appointed by the Company in general meeting. Not included.

Casual Vacancy Filled Director	Casual vacancy director will be included in the "total number of directors" as rotational director u/s 152(6). This provision is applicable to original director with respect to section 152(6) for determining whether he is liable to retire by rotation or not shall also be applicable to director so appointed when casual vacancy is created.
Proportional Representation Director U/S 163	Not applicable. In this section articles of a company may provide for such an appointment.
Director appointed by Tribunal or CG	Not applicable, because such director is appointed by tribunal for specific purpose and not like general directors.

This are BoS interpretations, it may variate.

Thanks and Regards,

Nisha Gupta  
Assistant Secretary

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**From:** Ravi Gangdev <[gangdevravi26@gmail.com](mailto:gangdevravi26@gmail.com)>  
**Sent:** Thursday, April 21, 2022 3:02 PM  
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**Subject:** Total Number of Directors

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