COMPLIANCE CERTIFICATE

By
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What is "Certificate"

- means a certificate referred to in the proviso to sub-section (1) of section 383A of the Act;

Then what is Sec.383A(1) ?

What is C.C

- Every Company not required to employ a whole time secretary under sections 383A(1) of the Act and having a paid-up share capital of Rs. 10,00,000/- or more but less than Rs. 5,00,00,000/- shall obtain a Secretarial Compliance Certificate from a company secretary in whole time practice and shall be laid by the company in its annual general meeting

- The said company shall file with ROC the said Secretarial Compliance Certificate in the prescribed form (Form 66) within thirty days from date on which its annual general meeting was held. Where the annual general meeting of such company for any year has not been held, such Secretarial Compliance Certificate has to be filed with the Registrar within thirty days from the last day on or before which that meeting should have been in accordance with the provision of the Act.

What is C.C

- Every secretary in whole time practice for the purpose of issue of Secretarial Compliance Certificate shall have right to access at all times to the registers, books, papers, documents and records of the company whether kept in pursuance of the Companies Act, 1956 or any other Act or otherwise and shall be entitled to require from the officers or agents of the company, such information and explanations as the secretary in whole time practice may think necessary for the purpose of such Secretarial Compliance Certificate.

- As per Notification No. 1001/1/DR, dated 27-2-2003 issued by The Institute of Company Secretaries of India, a secretary in whole time practice cannot issue Secretarial Compliance Certificates *to more than 80* Companies in any calendar year commencing from 1st January, 2003

One…two…three……………………R u Ready…….????????

Please close your Eyes

2 Minute

Think ….Again….. Think think…………….

All points….Balance Sheet… CARO ….E forms….Minutes….notes, and……….
….All & all……………………………….

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Check……….

- *Master Data ,Signatory Details, Index of Charges*
- *MOA,AOA,*
- *Public search,*
- *Minutes Book, Register,ROC file,*
- *Accounts, Ledger Book, Statutory files ,E forms (43B of Income tax act)*
- *Audit Report , CARO Report.*
- *All documents kept by company*
- *Share Certificate, Counter foil,Transfer form*
- *Bank statement (etc)*

Take Care……

BOARD	G.M
Simple Majority	Ordinary
Unanimous Resolution	Special

General Power of Board. Sec.291	Ordinary and Special Resolutions. Sec.189

Take Care

Unanimous Resolution	
Sec.372A	Inter-corporate loans & Investmnet
ec.316	Appointment of M.D if he is already M.D in another company
Sec386	Appointment of Manager if he is already Manager in another company

Ordinary	Special
Sec.189(1) E g:205,256,257,284 Etc	Sec.189(2) 3 times Extra votes Eg.31,81(1A),100,372A Etc

Compliance Certificate

Addressee ?????

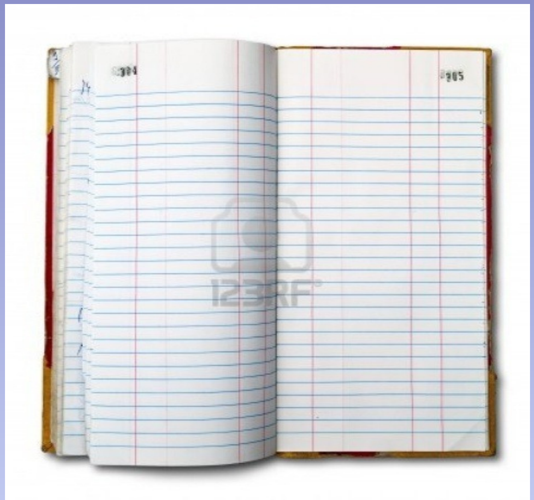
To,

The Members,

_______________________(Name of the company)

Compliance Certificate

I/We have examined the registers, records, books and papers of ____________ Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 20xx. In my/our opinion and to the best of my/our information and according to the examinations carried out by me/us and explanations furnished to me/us by the company, its officers and agents, I/we certify that in respect of the aforesaid financial year.



Point Number :1

the company has kept and maintained all registers as stated in **__Annexure `A'__** to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded

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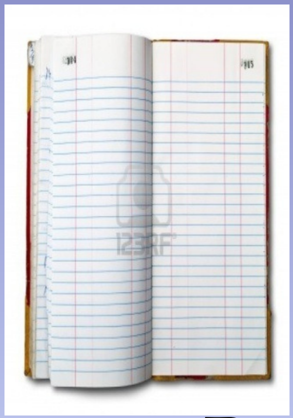


Annexure A

Registers as maintained by the Company

- 1. --------------u/s------------
- 2. --------------u/s------------
- 3. --------------u/s------------

- For E g.Register of Member for Board Meeting u/s 150

Statutory Registers

- *Register Of Member u/s 150 & Index U/s 151*
- *Register Of Charges u/s 143*
- *Register Of particulars of Contracts in which directors are interested u/s 301*
- *Register of Director, M.D, Manager and Secretary u/s 303*
- *Register Of Directors shareholdings u/s 307*
- *Register if Investment u/s 372A*
- *Register Of Transfer,Proxies,Fixed Assets,*
- *Minutes Book u/s 193*
- *etc……………….*

2

the company has duly filed the forms and returns as stated in Annexure `B' to this certificate, with the Registrar of Companies, Regional Director, Central Government. Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 20____ .

Sl.No	Form	Sec.	Purpose	Date of Filing
1	E-Form.17	Sec.138	satisfaction of Charge Created in the name of Dhana lakshmi Bank	Xx/xx/xxxx

Forms, Return & Documents

- *Annual Return (with in 60 days or not)*
- *Balance Sheet etc (u/s 220 with in 30 days or not)*
- *Compliance Certificate (u/s 383A)*
- *Return of Allotment*
- *Return of Situation Change*
- *Return of Charge/Satisfaction*
- *Court/R.D/CLB orders*
- *Appointment/Change in Directors*
- *Etc…………………………………*

within Due date?

3

the company being private limited company has the minimum prescribed paid-up capital and its maximum number of members during the said financial year was ______excluding its present and past employees and the company during the year under scrutiny:

(i) has not invited public to subscribe for its shares or debentures; and

(ii) has not invited or accepted any deposits from persons other than its members,

directors or their relatives

” or”

the company, being a public company, comments are not required

……………………………………Why?...

Sec. 3(iii)
"private company"

means…..

a company which has a minimum paid-up capital of one lakh rupees or such higher paid-up capital as may be prescribed, and by its articles,

(a) restricts the right to transfer its shares, if any;

(b) limits the number of ***its members to fifty not including***—

1) Persons who are in the employment of the company

2) Persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased

4

- the Board of Directors duly met ________times on ________ (dates) in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

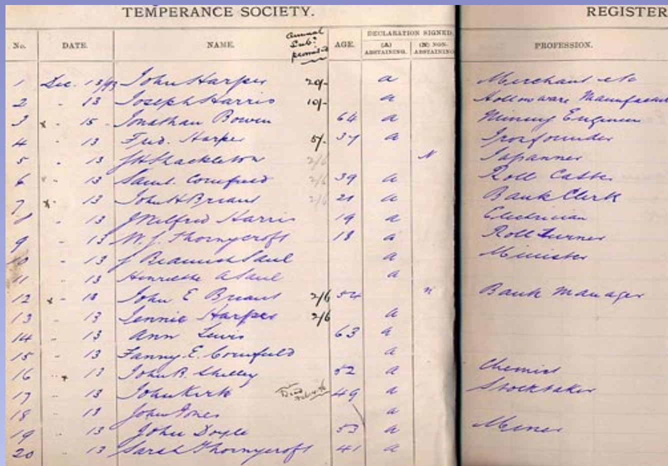
Sec.285

Board to meet at least once in every three calendar months.

In the case of every company, a meeting of its Board of directors shall be held at least once in every 3 three months and at least 4 such meetings shall be held in every year.

Sec.285

01-04-20XX – 31-03-20XX		
April (4)	May (5)	June (6)
July (7)	August (8)	September (9)
October (10)	November (11)	December (12)
January (1)	February (2)	March (3)



the company closed its Register of Members, and/or Debenture holders from _______ to ________ and necessary compliance of section 154 of the Act has been made.

Sec.154(1). Power to close register of members or debenture holders.

A company may, after giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the company is situate, close the register of members or the register of debenture holders for any period or periods not exceeding in the aggregate forty-five in each year, but not exceeding thirty days at any one time

Check------

- Whether company is declared dividend ?
- Whether company is issued Right shares ?
- Any other Reason , like Transfer…….
- Whether Any Book Closure during the year ?
- Whether 7 days Notice was given ?
- Not closed more than 30 days and aggregating not exceed 45 days

the annual general meeting for the financial year ended on ________ was held on _______ after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.

166.
Annual General Meeting

- Every company shall in each year hold in addition to any other meetings a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of a company
- Provided that a company may hold its first annual general meeting within period of not more than eighteen months from the date of its incorporation

Sec.210.
Annual accounts and Balance sheet.

- in the case of the first annual general meeting of the company, to the period beginning with the incorporation of the company and ending with a day which shall not precede the day of the meeting by more than nine months
- in the case of any subsequent annual general meeting of the company, to the period beginning with the day immediately after the period for which the account was last submitted and ending with a day which shall not precede the day of the meeting by more than six months, or in cases where an extension of time has been granted for holding the meeting under the second provison of section 166(1), by more than six months and the extension so granted

Check Your Constitution

- *the business conducted at the meeting,*
- *proceedings at meetings (quorum and chairman),*
- *voting at meetings,*
- *poll if this is demanded at the meeting,*
- *special and ordinary resolutions,*
- *whether members are entitled to vote by proxy,*
- *the manner in which the rules of the association may be altered.*
- *Notice Date , time, day*
- *Status of Minutes*

G.M

- *2 AGM Gap is more than 15 months or not ?*
- *Status of sec.210 (Annual accounts and balance sheet)*
- *Business hour / Not being public holiday*
- *Provisions of sec 171 to 193 (171=21 days)(172=content)(173= Explanatory Statement)(174= Quorum)(175=chairman)……….etc*

7

________ extra ordinary meeting(s) was/were held during the financial year after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.

8

the company has advanced loan amounting Rs.__________ to its directors and/or persons or firms or companies referred in the section 295 of the Act after complying with the provisions of the Act.

Sec.295.
Loans to directors

- no company **without obtaining the previous approval of the Central Government** in that behalf shall, directly or indirectly,] make any loan to, or give any guarantee or provide any security in connection with a loan made by any other person to, or to any other person by,

(*a*) any director of the lending company, or of a company which is its holding company or any partner or relative of any such director;

(*b*) any firm in which any such director or relative is a partner;

(*c*) any private company of which any such director is a director or member;

(*d*) any body corporate at a general meeting of which not less than twenty five per cent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or

(*e*) any body corporate, the Board of directors, managing director

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shall not apply to—

- (*a*) any loan made, guarantee given or security provided—
- (*i*) by a private company unless it is a subsidiary of a public company,
- (*ii*) by a banking company;
- (*b*) any loan made by a holding company to its subsidiary company;]
- (*c*) any guarantee given or security provided by a holding company in respect of any loan made to its subsidiary company

Check.........

- Ledger Account All Loans, Deposits, money paid by the company
- Approval of Central Government
- Relation ship with the company

9

the company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.

Sec.297.
Board's sanction to be required for certain contracts in which particular directors are interested

(1) *Except with the consent of the Board of directors of a company*, a director of the company or his relative, a firm in which such a director or relative is a partner, any other partner in such a firm, or a private company of which the director is a member or director, *shall not enter into any contract with the company—*

(*a*) for the sale, purchase or supply of any goods, materials or services; or
(*b*) after the commencement of this Act, for underwriting the subscription of any shares in, or debentures of, the company:

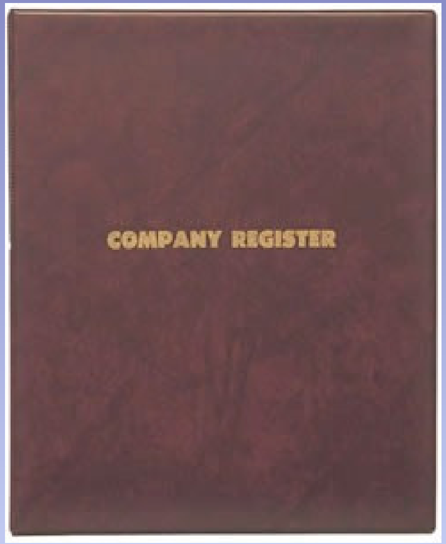
in the case of a company having a paid-up share capital of *not less than rupees one crore*, no such contract shall be entered into *except with the previous approval of the Central Government.*

Nothing contained in clause (*a*) of sub-section (1) shall affect—

- (*a*) the purchase of goods and materials from the company, or the sale of goods and materials to the company, by any director, relative, firm, partner or private company as aforesaid for *cash at prevailing market prices*; or
- (*b*) any contract or contracts between the company on one side and any such director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the company or the director, relative, firm, partner or private company, as the case may be, regularly trades or does business
- Provided that such contract or contracts *do not relate to* goods and materials the value of which, or services the cost *of which, exceeds five thousand rupees* in the aggregate in any year comprised in the period of the contract or contracts

Contract

- Board Consent
- Accounts Book (Ledger)
- R.D Approval (if Paid up capital is One Crore or More)
- Register of Contract (entry with in 7 days)
- Copy of Agreement



the company has made necessary entries in the register maintained under section 301 of the Act.

301 Register

- 297 & 299 Contacts (Sec.297. Board's sanction to be required for certain contracts in which particular directors are interested.Sec.299 Disclosure of interest by director).
- Entries with in 7 Days
- Ledger Accounts

Sec. 301

Register of contracts, companies and firms in which directors are interested

(1) Every company shall keep one or more registers in which shall be entered separately particulars of all contracts or arrangements to which section 297 or section 299 applies, including the following particulars to the extent they are applicable in each case, namely:—

(*a*) the date of the contract or arrangement;
(*b*) the names of the parties thereto;
(*c*) the principal terms and conditions thereof;
(*d*) in the case of a contract to which section 297 applies or in the case of acontract or arrangement to which sub-section (2) of section 299 applies,the date on which it was placed before the Board;(*e*) the names of the directors voting for and against the contract or arrangement and the names of those remaining neutral.

in the case of a contract or arrangement requiring the Board's approval, within seven days (exclusive of public holidays) of the meeting of the Board at which the contract or arrangement is approved,

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Nothing in sub-sections (1), (2) and (3) shall apply

- (*a*) to any contract or arrangement for the sale, purchase or supply of any goods, materials or services if the value of such goods and materials or the cost of such services does not exceed one thousand rupees in the aggregate in any year; or
- (*b*) to any contract or arrangement (to which section 297 or, as the case may be, section 299 applies) by a banking company for the collection of bills in the ordinary course of its business or to any transaction referred to in clause (*c*) of sub-section (2) of section 297.]

the company has obtained necessary approvals from the Board of Directors, members and previous approval of the Central Government pursuant to Section 314 of the Act wherever applicable.

Check------

1. **Board Resolution**

2. **Total Monthly Remuneration is not less than 50000 = Approval of the share holder by means of Special Resolution .**

3. **Total Monthly Remuneration is more than 250000 pm =Approval of Central Government**

314 Check------

- Relevant Ledger Account
- Minutes or resolution
- Bank /Cash Book
- E-form 23 for S.R
- E-Form No.24B for C.G Approval


Share Certificate Template

Certificate Number

Number of Shares

Share Certificate

Corporate Name

Incorporated In: ____________________,

Has a Total Authorized Amount of ____________ Shares, at ____________ Par Value

This is to certify that ______________ is the owner of ____________ shares of ____________ stock of the above mentioned corporation, which are non-accessible, fully paid shares. The transfer of these shares must be done in accordance with the by-laws of the names corporation, in person, or by a duly appointed attorney or officer of the named corporation, and recorded in the books of the corporation.

President | Vice President | Secretary | Treasurer

If Sold:

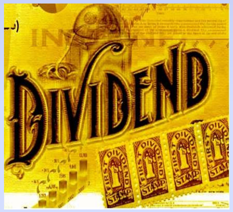
For ____________ received, I, ______________, sell and transfer ________ shares represented by this certificate to ______________________, and appoint ______________, the ______________, to record this transfer in the corporate books.

Name of Shareholder | Signature of Shareholder | Witness

the Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates.

- <u>the Company has :</u>

(i)delivered all the certificates on allotment of securities and on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.

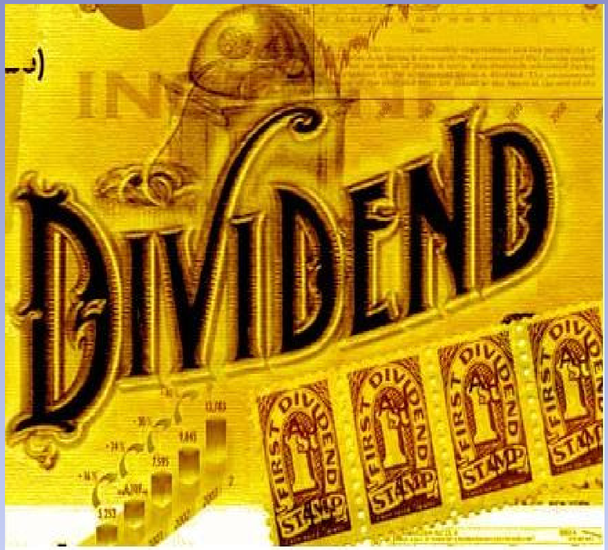


(ii) deposited the amount of dividend declared including interim dividend in a separate Bank Account on ___________which is within five days from the date of declaration of such dividend.

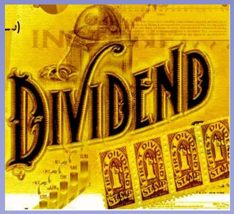
Sec.113

Limitation of time for issue of certificate.

- Every company,unless prohibited by any provision of law or of any order of any court, tribunal or other authority, shall, within three months after the allotment of any of its shares, debentures or debenture stock, and within two months after the application for the registration of the transfer of any such shares, debentures or debenture stock, deliver, in accordance with the procedure laid down in section 53, the certificates of all shares, debentures and certificates of debenture stocks allotted or transferred



(iii) paid/posted warrants for dividends to all the members within a period of 30 (Thirty) days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with __________Bank on _______________.



(iv) transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.

(v) duly complied with the requirements of section 217 of the Act.

Sec.205A.

Unpaid dividend to be transferred to special dividend account

- Where, after the commencement of the Companies (Amendment) Act, 1974 a dividend has been declared by a company but has not been paid,[or claimed], within 3[thirty days] from the date of the declaration, to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of 4[thirty days], transfer the total amount of dividend which remains unpaid [or unclaimed] within the said period of [thirty days], to a special account to be opened by the company in that behalf in any scheduled bank, to be called "Unpaid Dividend Account of ....Company Limited/ Company (Private) Limited"

THE BOARD Report

217. Board's report

- the state of the company's affairs;
- the amounts, if any, which it proposes to carry to any reserves in such balance sheet
- the amount, if any, which it recommends should be paid by way of dividend;
- material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of the report;
- the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed
- in the nature of the company's business;
- in the company's subsidiaries or in the nature of the business carried on by them; and
- generally in the classes of business in which the company has an interest.

If employed throughout the financial year, was in receipt of remuneration for that year which, in aggregate, was not less than ***Rs. Sixty Lakh for the year***: or

- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part, of that year, at a rate which, in the aggregate was not less ***Rs. Five Lakh per month***.

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the Board of Directors of the company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.

Check------

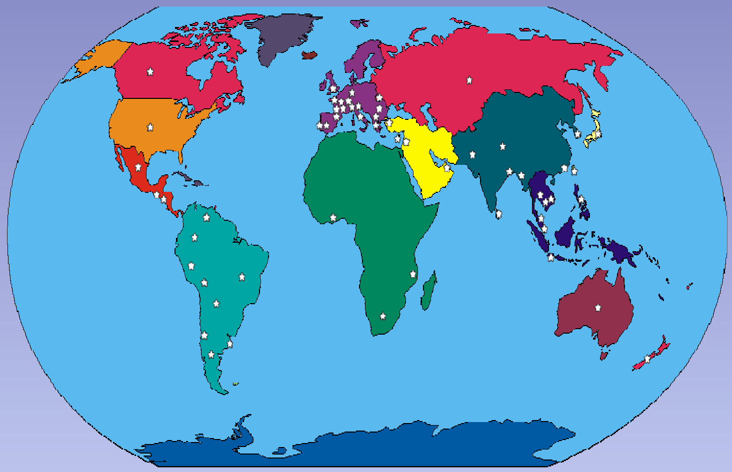
- AOA
- Minutes / Agreement
- Sec. 264 Consent of candidate
- Sec.274. Disqualifications of directors
- Sec.284 Removal of directors
- Sec.270. share qualification.
- Sec.255,256 Ascertainment of directors retiring by rotation

15

the appointment of Managing Director/ Whole-time Director/Manager has been made in compliance with the provisions of section 269 read with Schedule XIII to the Act and approval of the Central Government has been obtained in respect of appointment of _________________ not being in terms of Schedule XIII.

Appointment of M.D

- Provisios of Articles
- Sec.269/310/311
- Form 25C with in 90 days or nor ???
- Form 23 …..Form 32
- Age ? (25 to 70)
- Approval of Central Govt –25A (is not according to schedule XIII)
- Sec.316 & 386 (Unanimous Resolution)
- Minutes & Roc File, Signatory Details



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the appointment of sole-selling agents was made in compliance of the provisions of the Act.

294.
Appointment of sole selling agents to require approval of company in general meeting

- No company shall, appoint a sole selling agent for any area for a term exceeding five years at a time Provided that nothing in this sub-section shall be deemed to prohibit the reappointment, or the extension of the term of office, of any sole selling agent by further periods not exceeding five years on each occasion.

- 2)the Board of directors of a company shall not appoint a sole selling agent for any area except subject to the condition that the appointment shall cease to be valid if it is not approved by the company in the first general meeting held after the date on which the appointment is made.

Sec.294AA (3)

No company having a paid-up share capital of rupees fifty lakhs or moreshall appoint a sole selling agent except with the consent of the company accorded by a special resolution and the approval of the Central Government.

Check…………………

- Provisions of src.294 & 294AA
- Form 23
- C.G approval

the company has obtained all necessary approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act as detailed below:-

- Sec.17(2),17 A (Registered office change)
- 25 Power to dispense with "limited" in the name of the company
- 141 Extension of time or condonation of delay in filing of charges and intimation of satisfaction of charges with roc
- 297 (1) contract which particular director are interested

Etc

(*in the case of a company having a paid-up share capital of not less than rupees one crore, no such contract shall be entered into except with the previous approval of the Central Government.*)

Disclosure

- Every Interest
- Check Disclosure were duly made by all the directors in form 24AA
- Notice of disclosure of General Interest u/s 299
- Entries in the Register u/s 301

the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.

299.
Disclosure of interest by director.—

Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the company, shall disclose the nature of his concern or interest at a meeting of the Board of directors.

- the company has issued_________ shares/ debentures / other securities during the financial year and complied with the provisions of the Act.

Sec.75.
Return as to allotments

- Whenever a company having a share capital makes any allotment of its shares, the company shall, within thirty days hereafter,—file with the Registrar a return of the allotments, stating the number and nominal amount of the shares comprised in the allotment, the names, addresses and occupations of the allottees, and the amount, if any, paid or due and payable on each share:

Check...........

- *AOA ,MOA (with in the limit of Authorised capital)*
- *E form 2 / 23*
- *81(1A) Resolution*
- *Register of Share holding*
- *Share Certificates*
- *Check issue was not offered to more than 50persons in conformity with Sec67(3)*
- *Residential Status of Allottees (non resident = FCGPR with in 30days)*

20

the company has bought back____________ shares during the financial year ending ________ after complying with the provisions of the Act.

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Buy Back : Check……..

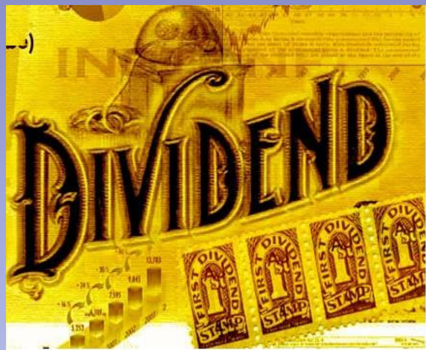
- AOA
- If Buy back is 1less than 10% of paid up share capital Board Resolution as per Sec.292(1)(aa)
- If not Special Resolution as per Sec.77A (2)
- Maximum Buy back in financial year is 25% of paid up share capital
- Maximum offer period is 365 days (12 Months)
- After Buy back debt equity ratio is not more than twice the capital and free reserves
- Only from free Reserves, S.P, Proceeds of any shares (not same kind of earlier issue)
- E form 23

21

the company has redeemed ________ preference shares/debentures during the year after complying with the provisions of the Act.

Check..................

- *Provision of AOA*
- *Condition of Sec.80 (Power to issue redeemable preference share)*
- *Fully paid up or not*
- *Premium payable*
- *Accounts Ledger*
- *Form 5*



the company wherever necessary has kept in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

Check...................

- In cases instrument of transfer of shares is pending registration with the company, Check whether the dividend relating to such shares has been transferred to specail bank account opened by the company U/S 205A unless the company is authorised by the registered shareholder, In writing to pay such dividend to the transferee specified in the instrument of transfer.
- Rights to dividend ,right shares and bonus shares have been held in abeyance in cases where the instrument of transfer has been delivered to the company and the transfer of such shares has not been registered by the company

- the company has complied with the provisions of sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 the applicable directions issued by the Reserve Bank of India/ any other authority in respect of deposits accepted including unsecured loans taken, amounting to Rs.________ raised by the company during the year and the company has filed the copy of Advertisement/Statement in

DEPOSIT

- Sec.3(1)(iii)(d) prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

Companies (Acceptance of Deposits) Rules, 1975

- Deposit means any deposit of money with, and includes any amount borrowed by, a company, but does not include:
- any amount ***received from the Central Government* or a *State Government*,** or any amount received from any other source and whose repayment is guaranteed by the Central Government or a State Government, or any amount received from a local authority or a foreign Government or any other foreign citizen, authority or person
- any amount received as a loan ***from any banking company or from the State Bank of India*** or any of its subsidiary banks or from a banking institution notified by the Central Government under section 51 of the Banking Regulation Act, 1949…

ETC

DEPOSIT

- *Any default in Repayment*
- *Approval of Board as per Sec.292(1)*
- *draft Advertisement, and authority for issue*
- *Copy of Advertisement duly signed and filed with the ROC*
- *Published in News paper*
- *Security of Deposit*
- *Rate of Interest*
- *Register of Deposit*
- *Ledger Accounts*
- *RBI rules*

- the amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending _________ is/are within the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in duly convened annual/extraordinary general meeting.

Sec.293(1)(d)

For Eg	
Paid up Share capital	100
Reserves	50
Total	**150**
293 (1)(d) Limit	150

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Sec.293(1)(d)

- The Board of directors of a public company, shall not, except with the consent in general meeting --borrow moneys after the commencement of this Act, where the moneys to be borrowed, together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the company and its free reserves

293 (1)(d)

- *Provisions in MOA & AOA*
- *Ledger Account*
- *With or with in B.M Level (Sec.292(1)(c))*
- *E form 23*
- *Bank Statement & Reconciliation*

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the company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose

Sec.372A.

Inter-corporate loans and investments.

- No company shall,directly or indirectly,—

(*a*) make any loan to any other body corporate;

(*b*) give any guarantee, or provide security, in connection with a loan madeby any other person to, or to any

other person, by any body corporate; and

(*c*) acquire, by way of subscription, purchase or otherwise the securities of any other body corporate,

exceeding sixty per cent of its paid-up share capital and free reserves, or hundred per cent of its free reserves, whichever is more

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Sec.372A.

For Eg	
Paid Up Share capital	100
Reserves	50
Total	150
100 % F. R	**50**
60 % of P S C	**90**
Which Ever is More = 372 A	90

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372A.

Nothing contained in this section shall apply:-

(*a*) to any loan made, any guarantee given or any security provided or any investment made by—

(*i*) a banking company, or an insurance company, or a housing finance company in the ordinary course of its business, or a company established with the object of financing industrial enterprises, or of providing infrastructural facilities;

(*ii*) a company whose principal business is the acquisition of shares, stock, debentures or other securities;

(*iii*) a private company, unless it is a subsidiary of a public company;

(*b*) to investment made in shares allotted in pursuance of clause (*a*) of subsection(1) of section 81;

(*c*) to any loan made by a holding company to its wholly owned subsidiary;

(*d*) to any guarantee given or any security provided by a holding company in respect of loan made to its wholly owned subsidiary; or

(*e*) to acquisition by a holding company, by way of subscription, purchases or otherwise, the securities of its wholly onwed subsidiary.

Check...............

- *Any default with provision of Sec.58A*
- *Unanimous Resolution of Board Meeting*
- *Register of 372A ,within 7 days*
- *Approval of Financial Institution*
- *S.R or B.R*

the company has altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny after complying with the provisions of the Act

Registered office

Within Local Limit	Out Side the Local Limit (Same ROC)	Out Side the Local Limit (ROC to ROC)	State to State
Sec.146	Sec..146(2)	Sec.17A	Sec.17/18/19
Board Resolution	Special Resolution (Postal Ballot)	Special Resolution	Special Resolution
Form 18	Form 18/23	Form 23,18, 1AD	Form 23,18, R.D 24AAA,61,21

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the company has altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny and complied with provisions of the Act.

the company has altered the provisions of the memorandum with respect to name of the company during the year under scrutiny and complied with the provisions of the Act.

the company has altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny and complied with the provisions of the Act.

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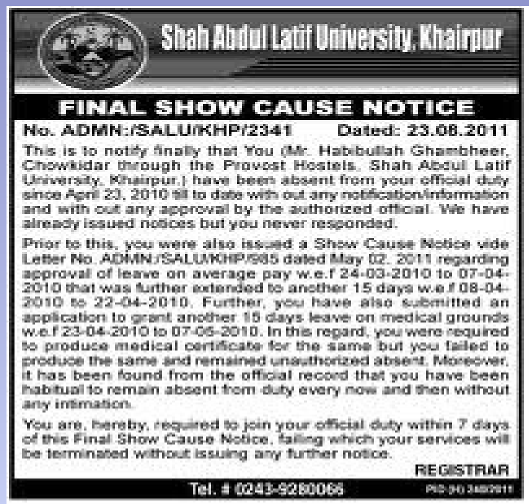
the company has altered its articles of association after obtaining approval of members in the general meeting held on ________ and the amendments to the articles of association have been duly registered with the Registrar of Companies.



Shah Abdul Latif University, Khairpur

FINAL SHOW CAUSE NOTICE

No. ADMN:/SALU/KHP/2341 Dated: 23.08.2011

This is to notify finally that You (Mr. Habibullah Ghambheer, Chowkidar through the Provost Hostels, Shah Abdul Latif University, Khairpur.) have been absent from your official duty since April 23, 2010 till to date with out any notification/information and with out any approval by the authorized official. We have already issued notices but you never responded.

Prior to this, you were also issued a Show Cause Notice vide Letter No. ADMN:/SALU/KHP/985 dated May 02, 2011 regarding approval of leave on average pay w.e.f 24-03-2010 to 07-04-2010 that was further extended to another 15 days w.e.f 08-04-2010 to 22-04-2010. Further, you have also submitted an application to grant another 15 days leave on medical grounds w.e.f 23-04-2010 to 07-05-2010. In this regard, you were required to produce medical certificate for the same but you failed to produce the same and remained unauthorized absent. Moreover, it has been found from the official record that you have been habitual to remain absent from duty every now and then without any intimation.

You are, hereby, required to join your official duty within 7 days of this Final Show Cause Notice, failing which your services will be terminated without issuing any further notice.

REGISTRAR

Tel. # 0243-9280066

a list of prosecution initiated against or show cause notices received by the company for alleged offences under the Act and also the fines and penalties or any other punishment imposed on the company in such cases is attached.

the company has received Rs. _________ as security from its employees during the year under certification and the same has been deposited as per provisions of section 417(1) of the Act

417.
Employees' securities to be deposited in post office savings bank or Scheduled Bank

- Any money or security deposited with a company by any of its employee in pursuance of his contract of service with the company shall be kept or deposited by the company within fifteen days from the date of deposit—

(*a*) in a post office savings bank account, or

(*b*) in a special account to be opened by the company for the purpose in the State Bank of India or in a Scheduled Bank, or

(*c*) where the company itself is a Scheduled Bank, in a special account to be opened by the company for the purpose either in itself or in the State Bank of India or in any other Scheduled Bank.

(2) No portion of such moneys or securities shall be utilized by the company except for the purposes agreed to in the contracts of service.

(3) A receipt for moneys deposited with a company by its employee shall not be deemed to be a security within the meaning of this section; and the moneys themselves shall accordingly be deposited as provided in sub-section

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- the company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act

Sec.418.
Provisions applicable to provident funds of employees

(1) Where a provident fund has been constituted by a company for its employees or any class of its employees, all moneys contributed to such fund (whether by the company or by the employees) or received or accruing by way of interest or otherwise to such fund shall, within fifteen days from the date of contribution, receipt or accrual, as the case may be, either—

(*a*) be deposited—

(*i*) in a post office savings bank account, or

(*ii*) in a special account to be opened by the company for the purpose in the State Bank of India or in a Scheduled Bank, or

(*iii*) where the company itself is a Scheduled Bank, in a special account to be opened by the company for the purpose either in itself or in the State Bank of India or in any other Scheduled Bank; or

(*b*) be invested in the securities mentioned or referred to in clauses (*a*) to (*e*) of section 20 of the Indian Trusts Act, 1882 (2 of 1882).]

Check……………….

- *Accounts Ledger*
- *Cash Book / Bank Ledger (Bank Statement)*
- *Leger of P F Account, Deposit,*
- *Challan for payment or Deposit*
- *Payment date and due date*
- *Use of the fund*
- *Cash Allocation*

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Last But Not Least……

Public Company	Private Company
3(1)(iv) = Minimum Paid up Capital Rs.500,000, Member No limit	Sec.3(1)(iii) = Minimum Paid up Capital Rs.100,000 ,Member Maximum 50
Sec.252(1) Minimum 3 Director	252(2) Minimum 2 Director
Sec.70 statement in lieu of prospectus delivered to Registrar	Sec.70(3) = Not Applicable
Sec.81	Sec.81(3)(a) = Not Applicable
Sec.149. Restrictions on commencement of business	Sec.149(7)(a) = Not Applicable

Last But Not Least……

Public Company	Private Company
Sec.165 Statutory meeting	Sec.165(10) = Not Applicable
Sec.198 Managerial Remuneration	Sec.198=Not Applicable
Sec.255,256 retirement by rotation	Not Applicable
Sec .295 Loan to Director	Sec.295(2)(a) = Not Applicable
Sec.372A Interoperate loans & Investment	Sec.372A(8)(iii) =Not Applicable

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THANKYOU

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