



PROVISIONS APPLICABLE PRIVATE LIMITED COMPANY

SERIES NO
84

GOYAL DIVESH & ASSOCIATES,
Practicing Company Secretary

"Everything is easy, if you are crazy about it And
Nothing is easy, when you are lazy about it."

CONTENT OF ARTICLES

- A. Subject Matter
- B. Brief Exemptions to Private Limited Company
- C. Definition of Private Company
- D. Discussion of all the provisions applicable on Private Limited Company.
- E. List of Resolutions required being file with ROC in MGT-14.
- F. Mandatory Form Filing requirement under Companies Act, 2013.
- G. Impact of Secretarial Standard- in another Article- Separate Article

After commencement of Companies Act, 2013 from 01st April 2014 compliance requirement of Companies has been increased. Therefore it's difficult for the Private Company to continue and for peoples to incorporate new Companies. The new Company law was pain for the youth. Although it allows a single-person company to be set up, when it needs to draw in fresh investment, it will be forced, for all practical purposes, to become a multi-share-holder Company. However small it is, it will have to meet full secretarial Standards. There is every reason to make compliance with the full panoply of regulation conditional on crossing a defined threshold. Section 185 makes it hard for owner of a clutch of privately-held Companies to shuffle capital amongst the companies. This produces inflexibility while advancing no public interest.

Similarly clumsy attempts to prevent mischief in related party transactions make life complex in other

Cases, too. Such legal requirements rightfully belong to the world of Kafka, not to attempts to improve ease of doing business. Young, ambitious Indians deserve better.



1 But after 5th June, 2015 “EXEMPTION” has been provided to Private Limited Companies. After all that exemptions status of Private Limited Companies under Companies Act, 2013 more or less is equal to Status in Companies Act, 1956.

The Ministry of Corporate Affairs, Government of India issued the final notifications under Section 462 of the Companies Act, 2013 (Act), which provide exemptions under various provisions of the Act to Private Companies and has “Removed Hurdles in the path of Small Companies”

Notification issued by MCA on 5th June, 2015. The same is effective from the date of its notification only i.e. 5th June, 2015.

BRIEF OF EXEMPTION TO PRIVATE LIMITED COMPANIES:

❖ 2 Incorporation by Single Form:

- Entrepreneurs keen on setting up new enterprises will be able to incorporate one by filing just one form starting 1st May, 2015 against eight separate forms earlier, as part of the government's drive to make it easier to do business in the country.
- "Name availability, allotment of Director Identification Number (DIN), company incorporation and commencement of business will now be possible through a single form.

The new form, called INC-29, is available on the MCA website. This is part of the government's drive to improve India's ranking on the globally tracked parameter of *ease of doing business*.

- ❖ No need of Minimum Capital Requirement.
- ❖ Have been allowed to *accept deposits from members* without the requirement of offer circular and creation of deposit repayment reserve etc maximum of 100% of aggregate of its paid up capital and free reserves (which does not include securities premium)
- ❖ Major Relax exemption has been given from *filing of board resolutions* (MGT-14) with the ROC for the purposes mentioned under Section 179(3).
- ❖ OPCs, dormant companies, small companies and private companies having paid up share capital less than Rs. 100 crore have been excluded for calculating the limit of 20 companies for audit by an auditor.

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1. Detailed Note on Exemption on Private Limited Companies published separately.
 2. (Complete Article on INC-29 “Integrated Process of Incorporation” will be published Separately)



- ❖ No need to pass “Special Resolution” for the purposes of passing of Resolution mentioned under Section 180. Example: 1. Borrow exceeding paid up capital & free reserves.
- ❖ An interested director of a private company can now participate in the Board meeting after declaring his interest. But will not count for the quorum.
- ❖ Loan to Director u/s 185 allowed subject to certain conditions.
- ❖ Even if, Member is related then also he can vote on such resolution required to be pass u/s 188 in GM.
- ❖ The exemptions relax the provisions for entering into Related Party Transactions;

Let's Start Discussion on Provisions Applicable on Private Limited Company

(After Exemptions Notification, Companies Amendment Act, 2015 and
Circulars/Notifications/ amendments upto 7th July, 2015)

1. MEANING OF PRIVATE COMPANY:

As per Section 2(68) “Private Company” means a Company, which by its **Article**,-

- (i) restricts the right to transfer its shares;
- (ii) Limits the number of its members to 200; and
- (iii) prohibits any invitation to the public to subscribe for any securities of the company;

Note: - 1. Joint holders shall be counted as one.

- 2. (a) Employees holding shares; and
(b) Person formerly in employment were, who members during such employment and still continue to be the members shall not be counted in the limit of 200.

3. Private Limited Company can be incorporate with any amount of Capital it may be Rs. 2 to Rs. Infinite.

2. INCORPORATION OF COMPANY:

India is moving towards “ease of doing business’ regime and wants to improve its current rank (134 out of 185 as per World Bank) in starting a business vis-à-vis global standards.

As I have already discussed above about Incorporation of Company by single form. It can be called “**Single Step Process for Incorporation of Company**”.

Complete Article of Incorporation through INC-29 will share separately

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- 1. The requirement of minimum paid-up capital has been deleted as per the Companies (Amendment) Act, 2015 (21 of 2015), dt. 25-5-2015.



3. ALLOTMENT OF SECURITIES (Section 42, 62):

Private Limited Company can allot the shares by following ways:

a. Right Issue of Shares: (Section-62)

In this option company can allot shares only to Existing Share Holders. (It is Shortest Process of Issue of Shares under Companies Act, 2013)

b. Preferential Allotment of Shares: (Section 62 and 42 read with relevant rules) in this option company can issue shares to group of Existing share holders or group of existing shareholders and outsider.

(As per Companies (Share Capital and Debentures) Amendment Rules, 2015 Dated 18.05.2015 in case of preferential allotment of shares to only Existing Shareholders of the Company no need to maintain record of Offer in PAS-5 and no need to prepare private placement offer letter PAS-4)

c. Private Placement of Shares: (Section 42 read with relevant rules) this option is use by the company when company will issue shares to outsiders. (It's a lengthy process).

Separately Articles has been published on above mentioned topics.

4. ISSUE OF SHARE CERTIFICATE(Section 45-46):

i. Time Period For Issue Of Share Certificates:

- In case of Incorporation: With in a period of 2 (Two) Month from the date of Incorporation to the subscriber of Memorandum.
- In case of Allotment: With in a period of 2 (Two) Month from the date of allotment of shares.
- In case of Transfer: With in a period of 1 (One) Month from the date of receipt of instrument of Transfer by the Company

ii. Other Points:

- Common seal is Optional (After Companies Amendment Act, 2015)
- Share Certificate should be issue under the signature of Two Director or by a Director and Company Secretary (If any).
- Share Certificate Must be 'Issued' from registered office only.
- After issue of Share Certificate, Company should pay stamp duty on issue of share certificate as per Stamp Act of the State.



5. TRANSFER OF SHARES (Section 45-46):

Generally a Private Company is guided by its Article of Association. As per Section 2(68) of Companies Act, 2013 Private Company restricts the transfer of shares and prohibit invitation to public to subscribe to any securities of the Company.

- i. Points to be Kept in mind while transferring of shares:
 - a) Transferor should give a notice in writing for his intention to transfer his share to the company.
 - b) The company in turn should notify to other members as regards the availability of shares and the price at which such share would be available to them.
 - c) Such price is generally determined by the directors or the auditors of the company as per book value of shares.
 - d) The company should also intimate to the members, the time limit within which they should communicate their option to purchase shares on transfer
 - e) If none of the members comes forward to purchase shares then the shares can be transferred to an outsider and the company will have no option, other than to accept the transfer.
 - f) The Share transfer deed in FORM SH-4 duly executed both by the transferor and the transferee
 - g) Stamp duty for transfer of shares in Delhi is 25 PAISA for every Rs. 100 or part thereof.

6. CHARGE (Section 77):

Type of Charges to be registered:

Old Act: Section 125 specifies only 9 types of charges to be registered.

New Act: Section 77 states that Companies are required to register ALL TYPES OF CHARGES, with ROC within 30 days of its creation.

- within or outside India,
- on its property or assets or any of its undertakings,
- whether tangible or otherwise, and
- situated in or outside India

For Creation of Charge Form CHG-1 will be filed with fees prescribed under Act. Form should be signed by the Company and the Charge-holder and should be filed together with instrument creating charge.



Additional period to register the Charge:

Section 77- ROC may on application by the company, allow the registration of charge **within 300 days** (30 days + additional period of 270 days). If form will file after 30 days then form will file with additional fees.

Application to be supported by a declaration in Form CHG-10 from the CS or Director that such belated filing will not adversely affect the rights of any creditors of the company.

Rule 4(2) chapter VI

Time Limit for filling for Creation of Charge

With in 30 days

- Application should be made within 30 days of creation of charge in form CHG-1 without any late fees.

After expiry of 30 days but not beyond 300 days

- Application should be made before 300 days of creation of charge in CHG-10 attached in CHG-1.

After Expiry of 300 days

- Application for Condonation of Delay to Regional Director in form CHG-8.

Modification of charge:

Provisions of Modification of charge are completely same as provisions of Creation of Charge. After filling form for Modification of Charge registrar will issue certificate for modification of charge in form CHG-3.

Any modification in the terms or conditions or the extent or operation of any charge registered under that section also required registration.

1. Under Companies Act, 2013 there is also need to Create Charge on Hypothecation of Vehicles also.



Satisfaction of Charge:

Charge is created as security for loan or debentures or as security for some other purpose. If the amount of loan is repaid or debentures are fully paid or other purpose is fulfilled, there remains no necessity of the charge. This is called satisfaction of charge.

As per Section 82 – Form for Satisfaction of charge will be file in form CHG-4 within 30 days of satisfaction of charge. If company fail to file form CHG-4 within 30 days of creation of charge then company have to go for Condonation of delay for satisfaction of charge.

Charges Filing of Which with ROC is Not Necessary:

- Guarantee doesn't require Registration.
- Loan Against Fixed deposit receipt
- Charge created by operation of law need not be filed
- Negotiable Instrument (Hundi) is not a 'Charge' and registration not required.

Pledge is not required to be filed for Registration:

- Official Liquidator V. Viswanathan case: It was held that charge, being pledge, is not required to be registered, In winding up, the pledge is not treated as creditor. He is at liberty to issue necessary statutory notice to sell the pledged property.

7. ANNUAL RETURN (SECTION 92):

- Every company shall prepare an annual return in form MGT-7 containing period 1st April to 31st March.
- Every company shall file with the Registrar a copy of the annual return, within sixty days from the date on which the annual general meeting is held.

Certification of Annual Return by Company Secretary (MGT-8):

- a) All Listed Companies
- b) Every Company having:
 - Paid-Up share capital of 10 Crore (Ten Crore) rupees or more or
 - Turnover of 50 Crore (fifty crore) rupees or more

Signing of annual return By Company Secretary: Annual Return of below mentioned company should be "***SIGNED FROM' A 'COMPANY SECRETARY IN PRACTICE'***"

- a) All Listed Companies
- b) All Public Companies
- c) Private Limited company having:
 - Paid up share Capital Exceeding 50 lac
 - Turnover exceeding 2 Crore



Companies **EXEMPT** from Signing of Annual Return from Company Secretary:

- a) One Person Company
- b) Small company

8. ANNUAL GENERAL MEETING (SECTION 96):

Time Period for Annual General Meeting:

- **In case of Existing Company:** Annual General Meeting should be held within 15 (Fifteen) Months from the last Annual General Meeting or 6 (Six) month from the end of financial year. Whichever is **EARLIER**?
- **In case of New Company:** First Annual General Meeting should be held within 9 (Nine) month from the end of financial year.
- **Time:** Annual General Meeting should be held between 9:00 A.M. to 6:00 P.M.

Notice of Annual General Meeting:

- General Meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode.
- Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.
- The notice of every meeting of the company shall be given to—
 - (a) Every member of the company
 - (b) The auditor or auditors of the company; and
 - (c) Every director of the company

Quorum of Annual General Meeting:

Two members personally present, shall be the Quorum for a meeting of the company.

Place of ANNUAL General Meeting:

As per Section 96(2) AGM can be held at registered office of the Company or any other place in the City, Town & Village where registered office of the Company is situated.

Place of EXTRA ORDINARY General Meeting:

If Notice of EGM sent through electronic mode then EGM can be held anywhere in INDIA.
If Notice of EGM sent through other than electronic mode then EGM can be held anywhere in WORLD.

1. Municipal Department of Company Affairs have recognized this contingency and have advised vide circular Letter No. 1/1/80-CLV and No. 6/159/PT/64, dated 16.02.1981 that a Company can hold its AGM within the postal Limits of the City in which registered office is situated if it is more convenient for its shareholders.



9. DIVIDEND (SECTION 123): Dividend is 2 (Two) type.

A. Interim Dividend: {As per Clause 81 of Model Articles of Company Limited by shares as Contained in Table-F of Schedule-I of the 2013 Act}

- Interim dividend can only be declared by board of Directors.
- Generally paid in the middle of the year if Board of directors find that profitability of the company.
- Board of Directors can declare dividend out of surplus in profit and loss account at the beginning of the year or profit during the year.

B. Final Dividend: As per Clause 80 of Model Articles of Company Limited by shares as Contained in Table-F of Schedule-I of the 2013 Act}

- Company in Board Meeting may decide the amount of dividend which they want to recommend in General Meeting.
- Company will mention the resolution for Dividend in the Notice of General Meeting.
- Company will hold the General Meeting:
 - Declaration of Dividend is Ordinary Business.
 - Ordinary Resolution for declaration of dividend will be passed in the General Meeting.
- Once dividend is declared, it must be paid within 30 days.

10. BOOKS OF ACCOUNT TO BE KEPT:

Every Company shall prepare and Keep At Its Registered Office

- Books of Account and
- other relevant Books and Papers and
- Financial Statement for every financial year which give a true and fair view of the state of the affairs of the Company including that of its branch office or offices, if any

Place of keeping of Books of Accounts:

Company can keep all or any of the books of account aforesaid at Place Other Than Registered Office (but in INDIA) of the Company by following procedure:

- Board of Director of the Company will pass a Board Resolution.
- Within 7 days of passing of resolution company will file form AOC-5 with ROC.



11. FINANCIAL YEAR:

In case of newly incorporate company:

- ❖ If Company incorporated ON OR AFTER 1st January of a year, the period ending on the 31st day of March of FOLLOWING Year.
- ❖ If Company incorporated ON OR BEFORE 1st January of a year, the period ending on the 31st day of March of that Year.

In case of old incorporate company:

- Financial year means the period ending on the 31st Day of March every year.

12. FINANCIAL STATEMENT:

- A Balance Sheet
- A profit and Loss account (or Income and expenditure account)
- Cash Flow Statement
- A statement of changes in equity (If applicable)
- Any explanatory note attached to,

[The State changes in equity is applicable for Companies to which the AS applies]

Cash Flow Statement not required to be prepared by the companies:

- One Person Company; of
- Small Company; or
- Dormant Company.

Authentication of Financial Statement:

In case of Private Company Financial statement should be signed by the Two Directors of the Company.

- After the signatures, it should be submitted to the auditor for his report thereon.
- When financial statement signed by two directors, such directors ***should be present at the meeting and should sign the accounts at the meeting.*** (I.e. should be signed at the meeting itself and not later).

Circulation of Financial Statement 134(7):

To whom:

- Every Member of the Company
- To every trustee for the debenture-holder of any debentures issued by the Company and
- To all persons other than such member of trustee, being the person so entitled.



Time period of circulation (Section 136):

- The financial statement (including consolidated financial statement, if any) auditor's report and every other documents required by law to be annexed or attached to financial statements, which are to be laid before a company in its general meeting shall be sent "Not Less Than 21 (Twenty One) days before the date of the Meeting."

13. DIRECTOR REPORT:

A. Signing of Director's Report:

As per Section 134(6) Board Report and annexure thereto shall be signed by

- its 'CHAIRPERSON' if he is authorized by Board of director; Where he is not so authorized by,
- At least 2 (Two) Director, one of whom shall be a Managing Director.
- If there is no Managing Director then by Two Directors.

B. Basis of Board Report:

The Board's Report shall be prepared based on "STAND ALONE FINANCIAL STATEMENT OF THE COMPANY"

But the Board's Report shall contain a Separate section wherein a report on the performance and financial position of each:

- Subsidiary
- Associate
- Joint venture companies, including in the consolidated financial statement is presented.

**If anyone wants article and draft copy of Director Report mail me at
csdiveshgoyal@gmail.com**

C. Approval of Board Report:

- Approval of Board's Report shall be done in Meeting of the Board of Director Only. {179(3)}
- Approval of Board's Report shall not be done by "Circulation Resolution", or "by Committee". {179(3)}
- Meeting of Board of directors can't be done by "Video Conferencing".

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1. Even if the Company will hold AGM on shorter notice, Company has to circulate financial statement along with relevant document at least before 21 days of Meeting.



14. AUDITOR:

Appointment of FIRST AUDITOR:

- The First auditor of a company shall be appointed by the Board of Directors within 30 (Thirty) Days of the Date of Incorporation of a company. The auditor so appointed, shall hold office until the conclusion of the first annual general meeting.
- In case of appointment of First auditor by Board of Director of company pursuant to section 139(6), company is not required to file any form. But it's advisable to file form for the same in e- form ADT-1.

Appointment of auditor at First Annual General Meeting (AGM):

Every company shall at First Annual General meeting (AGM) appoint an individual or firm as an Auditor to hold office from the conclusion of that meeting till the conclusion of the sixth (6th) Annual General Meeting (AGM).

- The duration of auditor of company will be term of consecutive Five (5) years each for Individual and Two terms of Consecutive Five (5) years in case of Auditor Firm.

**** BUT** the provision of 5 Year and 10 year will not applicable on One Person Company and Small Companies as per Rule-5 The Companies (Audit and Auditor) Rules, 2014.

Limit of Audits:

An auditor can be appointing as statutory auditor in 20 Companies. While reckoning the limit in 20 Companies in which a person can be appointed as Statutory Auditor, the following shall be excluded.

- One Person Company
- Dormant Companies
- Small Companies
- Private Company having paid up share capital of less than Rs. 100 Crore.

Attendance in General Meeting:

An Auditor unless otherwise exempted by the company, attend either by himself or through his authorized representative, who shall also be qualified to be an auditor, any general meeting. If Auditor doesn't attend general meeting he should send leave of absence to the Company and company will pass ordinary resolution in General Meeting to exempt auditor to attend General Meeting.



15. APPOINTMENT OF DIRECTOR (Section 160)

In case of Private Company, requirement of special notice of 14 (Fourteen) days and deposit of Rs. 100,000/- (Rupees One Lac) in case of appointment of directors at a General Meeting is now longer applicable. The private company has been fully exempt from the provision of Section 160 of the Companies Act, 2013.

16. ADOPTIONS OF DISCLOSURES [Section 184(1) & 164(2)]

A. Disclosure of Interest of Director (Section 184(1)) (MBP-1):

Every Director disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding in form MBP-1, at the time of

- At the first meeting of the Board in which he participates as a director AND
- At the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, AND
- At the time of Relinquishment.

B. Disclosure of Non Disqualification (Section 164(2)) (DIR-8):

Every Director submits with the Company that he is not disqualify to appoint and continue to act as director of the company at the time of;

- Appointment of Director
- In the starting of Every Financial Year [Requirement form section 143(3) (g)]

17. FREQUENCY OF BOARD MEETING [Section 173]

FREQUENCY OF MEETING:

First Meeting: First Meeting of Board of Directors within 30 (Thirty) days from the date of Incorporation of company.

Subsequent Meetings:

One person Company, Small Company and Dormant Company:

- At least one meeting of Board of directors in each half of calendar year
- Minimum Gap B/W two meetings at least 90 days.
- Minimum No. of 4 meetings of Board of Director in a calendar year
- Maximum Gap B/W two meetings should not be more the 120 days.

1. After notification dated 18.03.2015 there is no need to file MGT-14 for adoption of MBP-1.



Other than Companies mentioned above:

Quorum:

1/3 rd of total strength OR 2 (Two) Directors, whichever is higher.

****INTERESTED DIRECTOR MAY PARTICIPATE (IS PARTICIPATION AKIN TO VOTING?)
BUT SHALL NOT BE COUNTED FOR THE PURPOSE OF QUORUM**

18. FILING OF BOARD RESOLUTION [Section179(3)]

Private Companies are now exempted from filing resolutions listed in Section 179(3) and Rules 8 of Chapter XII Rules. Hence Private Companies will no longer require filing MGT-14 for prescribed matters taken up at its Board Meetings.

19. LOAN TO DIRECTOR [Section185]

Section not applicable on Private Limited company (if its satisfies the below given 3 conditions)

From 05.06.2015 "Exemption Notification on Private Limited Companies" Private Limited Company can give loan, to the directors and person interested in directors as per section 185. If it satisfies the ALL THE 3 (THREE) CONDITIONS mentioned below:

- a) In whose share capital no other body corporate has invested any money;
- b) If the borrowings of such a company from banks or financial institutions or any body corporate is less than [lower of (i) Two times of paid up share capital or (ii) Rs. 50 Crore]; and
- c) Such a company has no default in repayment of such borrowings subsisting at the time of making transactions under this section.

****But after Companies Amendment Act, 2015, Provisions of Section 185 will not applicable on followings:**

- (c) Any loan made by a Holding Company to its Wholly own Subsidiary Company or any guarantee given or security provided by a Holding Company in respect of any loan made to its wholly own subsidiary Company,
- (d) Any guarantee given or security provided by a Holding Company in respect of Loan made by any Bank or financial institution to its subsidiary Company.

Provided that the loan made under clauses (c) and (d) are utilized by the subsidiary company for its principal business activity.



20. LOAN AND INVESTMENT BY THE COMPANY [Section 186]

The overall power for L/I/G/S in the hand of Board is higher from the given below:

- 60% of paid up share capital plus free reserve OR
- 100% of free reserves plus security premium account.

If Company cross the limit mentioned above then Prior approval of Shareholder Approval is required by passing of Special Resolution.

Important Points:

- i. Circular Resolution can't be passed for the L/I/G/S given u/s 186.
- ii. For passing of resolution u/s 186 for L/I/G/S approval of all the presented directors are required
- iii. The restriction on loans, investment are not applicable in following cases-
 - L/I/G/S is given or security has been provided by a Company to its Wholly owned subsidiary (WOS) or a Joint Venture Company
 - Acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary Company.

21. RELATED PARTY TRANSACTION [Section 188]

Except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as may be prescribed, no company shall enter into any contract or arrangement with a related party.

But **Nothing In This Sub-Section Shall** (No need of Board Resolution or Ordinary Resolution) apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.

If any transaction is not on arm length and Ordinary course of business and cross the threshold limit then for such Transaction approval of shareholders in General Meeting are required.

After Exemption Notification:

In case of private limited company, the related party shareholder(s), with whom such company proposes to enter into a related party transaction and if such transaction requires approval by an ordinary resolution at a General Meeting, can now vote at the General Meeting.

In other words, the restriction to vote on a member being related party to vote on ordinary resolution in case of a related party transaction is now no longer applicable in case of private company.



22. KEY MANAGERIAL PERSONNEL [Section 203]

The provisions of Section 203 not applicable on Private Limited Company except Rule 8A appointment of Company Secretary.

A Private Limited company has a paid up share capital of five crore rupees or more shall have a whole-time company secretary.”

23. LIST OF RESOLUTION REQUIRED TO BE FILE WITH ROC:

LIST OF SPECIAL RESOLUTION REQUIRED TO BE FILE WITH ROC IN FORM MGT-14

ANNEXURE- B		LIST OF SPECIAL RESOLUTION REQUIRED TO BE FILE WITH ROC IN FORM MGT-14
A.	Section - 12	Change of location of registered office in the same State outside the local limits of the city, town or village where it is situated.
B.	Section - 13	Change of registered office from the jurisdiction of one Registrar to that of another Registrar in the same State.
C.	Section - 14	Amendment of Articles of a private company for entrenchment of any provisions. (To be agreed to by all members in a private company).
D.	Section - 14	Amendment of Articles of a public company for entrenchment of any Provisions.
E.	Section - 13	Change in name of the company to be approved by special resolution.
F.	Section - 13(8)	A company, which has raised money from public through Prospectus and still has any unutilized amount out of the money so raised, shall not Change its objects for which it raised the money through prospectus unless a special resolution is passed by the company.
G.	Section - 27(1)	A company shall not, at any time, vary the terms of a contract referred to in the prospectus or objects for which the prospectus was issued, except subject to the approval of, or except subject to an authority given by the company in general meeting by way of special resolution.
H.	Section - 271 (A)	A company may, after passing a special resolution in its general meeting, issue depository receipts in any foreign country in such manner, and subject to such conditions, as may be prescribed. (Section still not applicable).
I.	Section -	Where a share capital of the company is divided into different



	48(1)	classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class.
J.	Section – 62 (1) (c)	Private offer of securities requires approval of company by special resolution.
K.	Section – 54	Issue of Sweat Equity Shares.
L.	Section – 66 (1)	Reduction of Share Capital.
M.	Section – 68 (2)(b)	Buy Back of Shares.
N.	Section – 71 (1)	A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption: Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.
O.	Section – 94	Keep registers at any other place in India.
P.	Section – 149(10)	Re-appointment of Independent Director.
Q.	Section – 165(2)	Subject to the provisions of sub-section (1), the members of a company may, by special resolution, specify any lesser number of companies in which a director of the company may act as directors.
R.	Section – 185	For approving scheme for giving of loan to MD or WTD.
S.	Section – 186	Loan & Investment by company exceeding 60% of paid up share capital or 100% of free reserve.
T.	Section – 196	Appointment of a person as Managerial Personnel if, the age of Person is exceeding 70 year.
U.	Schedule V	Remuneration to Managerial personnel if, profits of company Are Inadequate.
V.	Section – 271 (1) (b)	Special Resolution for winding up of the company by Tribunal.
W.	Section – 271 (1) (b)	Special Resolution for winding up of company.
X.	Rule 7(1) Chapter- I	Conversion of private company into One Person Company.



24. REGISTERS REQUIRED TO BE MAINTAINED:

A. Register Of Charge: (Section 85 read with Rule-10 of company (Registration of charges) Rules, 2014-

- This Register shall be maintained under **FORM NO. CHG-7.**
- Register shall be kept at the registered office of Company.
- Entry in register shall authenticated by the director & Secretary of the company or person as may be authorized by the Board
- Register of Charge shall be Preserved PERMANENTLY.
- The Instrument creating Charge or Modification thereon shall be preserved for a Period of **8 (Eight) Year from the date of Satisfaction of Charge.**

B. Register Of Members: (Section 88 (1) (a) and Rule 3 of the Companies (Management and Administration) Rules, 2014-

- Every Company Limited by shares shall maintain registers of members in **FORM NO. MGT-1.**
- Company shall maintain separate register of debenture holders or security holders, in **FORM NO. MGT-2** for each type of Debenture or other Securities.
- Entries in the register will be made **in 7(Seven) days** from the date of approval of allotment, Transfer of share, debentures or any other securities.
- If any change occurs in the status of members or debenture holder or any other security holder entries thereof explaining the change shall be made in the respective register.

C. Register Of Directors & Key Managerial Personnel: [Section 170(1)]

Every company shall keep at registered office a register containing such particulars of its Directors and KMP's.

D. Register of Loan Investment And Guarantee:

Every company **Giving Loan or giving a guarantee or providing security or making an acquisition** under this section shall keep a register in **FORM NO. MBP-CK A2** which shall contain particulars of:

- Loan, Guarantee Given, Security provided and Investment made

E. Register of contract or arrangements in which directors are interested (Section 189):

- Every company shall maintain one or more registers in **Form MBP 4**, and shall enter therein the particulars of-



- Company or Companies or Bodies Corporate, Firms or Other Association of individuals, in which any director has any concern or interest, as mentioned under sub-section (1) of section 184:
- Contracts Or Arrangements with a BODY CORPORATE OR FIRM or other entity as mentioned under sub-section (2) of section 184, in which any director is, directly or indirectly, concerned or interested; and
- Contracts Or Arrangements with a RELATED PARTY with respect to transactions to which section 188 applies.
- The Register shall be placed before next meeting of board and signed by all directors present at meeting.

25. PLACE OF KEEPING OF REGISTERS:

- The registers shall be maintained at the registered office of the company.
- Any Other Place: By passing SR in GM the company can keep the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than 1/10th (one-tenth) of the total members entered in the register of members reside.

26. Regular E-Forms Requirements:

S. No.	Due Date of meeting	Agenda	Particulars	e-forms	Due Date Form Filing
1.	30 th June	Filing of return of deposits.	If there is any deposit in company.	DPT-3	30 th June
2.	30-Sep	Filing - Balance Sheet	Preparation, certification and filing of Form AOC-4	AOC-4	30-Oct
3.	30-Sep	Filing of Annual Return	Preparation of Annual Return, preparation, certification and filing of Form MGT-7	MGT-7	30-Nov
4.	30-Sep	Filing of Auditor Appointment	Preparation and filing of Form ADT-1	ADT-1	14-Oct



27. Documents Needs To Be Filed With Roc:

S.NO.	Particulars of Documents	Concerned Form	Time Period
A.	Balance Sheet	AOC-4	within 30 days of AGM
B.	Profit & Loss Account	AOC-4	within 30 days of AGM
C.	Cash Flow Statement	AOC-1	within 30 days of AGM
D.	Annual Return	MGT-7	Within 60 days of AGM
E.	Appointment of Auditor	ADT-1	within 15 days of AGM

28. Ratification Of Auditor:

As per Section- 139 of Companies Act 2013 Now Auditor will be appoint for a term of 5 (Five) consecutive years. But as per First proviso of Section-139(1) - Company will ratify such appointment at every general meeting of company.

**IF ANYONE WANT ARTICLES ON DIFFERENT-2 TOPICS AS MENTIONED ABOVE
THEN MAIL ME AT
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