

APPLICABILITY OF COMPANIES ACT, 2013 BASED ON LIMITS

Sr No.	Provision under Companies Act, 2013	Applicability of Provision	Non-Applicability of provision
1	XBRL (General Circular No. 16/2012 Dated: 06.07.2014.)	a) All companies LISTED with any Stock Exchange(s) in India. b) Subsidiaries of any Company Listed with any Stock Exchange(s) in India. c) All companies having <u>paid up Capital of Rs. 5 Crore (five crore)</u> and above. d) All companies having <u>Turnover of Rupees 100 Crore (one hundred crore)</u> and above.	a) Banking Companies b) Insurance Companies c) Power Companies d) Non-Banking Financial Companies
2	CARO (As per MCA order dated 10th April 2015) F. No. 17/45/2015-CL-V]	It shall apply to <u>Every Company Including A Foreign Company</u> as defined in clause (42) of Section 2 of the Companies Act, 2013 except some companies.	(i) A Banking Company (ii) An Insurance Company as defined under the (iii) A Company Licensed to operate under Section 8 of the Companies Act; (iv) A One Person Company (v) A Small Company (vi) A Private Limited Company with; - A Paid Up Capital and Reserves not more than Rs. 50 lac and

			-which does not have loan outstanding exceeding Rs. 25 Lac from any bank or - Financial Institution and does not have a turnover exceeding Rs. 5 Crore at any point of time during the financial year.
3	Cash Flow Statement As per sub-section 40 of section 2 of Companies Act, 2013	As per Definition of Section 2(40) All Companies Except Given In Next Collum required to prepare the Cash Flow Statement.	a) One Person Company b) Small company c) Dormant company-
4	Internal Auditor As per Provisions of Section 138 of Companies Act, 2013 read with sub rule 1 of Rule 13 Chapter IX, Companies (Accounts) Rules, 2014.	a) All Listed Companies b) Every unlisted PUBLIC company having: • <u>Paid Up Share capital of 50 Crore (Fifty crore) rupees</u> or more during the preceding financial year • <u>Turnover of 200 Crore (two hundred crore) rupees</u> or more during the preceding financial year • <u>Outstanding loans or borrowings</u> from banks or public financial institutions <u>exceeding 100 Crore</u> (one hundred Crore) rupees or more at any point of time during the	Every Public Company having: • Paid up share Capital below Rs. 50 Crore

		preceding financial year; or • <u>Outstanding Deposits of 25 Crore</u> (twenty five crore) crore rupees or more at any point of time during the preceding financial year; and c) Every Private Company having; • <u>Turnover of 200 Crore (two hundred crore) rupees</u> or more during the preceding financial year • <u>Outstanding loans or borrowings from banks or public financial institutions exceeding 100 Crore (one hundred crore) rupees or more at any point of time during the preceding financial year; or</u>	
5	Certification of Annual Return by a Company Secretary in practice. As per Provisions of Section 92 of Companies Act, 2013 read with sub rule 2 of Rule 11 Chapter VII, Companies (Management and Administration) Rules, 2014.	a) all LISTED Companies b) Every Company having; • <u>Paid-Up share capital of 10 Crore</u> (Ten Crore) rupees or more or • <u>Turnover of 50 Crore</u> (fifty Crore) rupees or more	
6	Signing of Annual Return by a Company Secretary in practice. As per Provisions of Section	a) All LISTED Companies b) All PUBLIC Companies c) Private Limited Company having:	a) One Person Company b) Small company (These are the companies exempted)



	92 of Companies Act, 2013 read with sub rule 2 of Rule 11 Chapter VII, Companies (Management and Administration) Rules, 2014.	• <u>Paid up share Capital Exceeding 50 lac</u>; or • <u>Turnover exceeding 2 Crore</u>	from signing of Annual Return by Company Secretary.)
7	Companies which shall appoint Company Secretary As per Provisions of Section 203 of Companies Act, 2013 read with Rule 8A Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	a) All LISTED Companies b) Every other company having a <u>paid-up share capital of Rs. 5 Crore (Five crore rupees)</u> or more:	
8	Secretarial Audit As per Provisions of sub section '1' of Section 204 of Companies Act, 2013: As per Provisions of Section 204 of Companies Act, 2013 read with Rule 9 Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	a) All Listed Companies b) Every Public Company having; • <u>Paid-Up Share Capital of Rs. 50 Crore</u> (fifty crore rupees) or more; or • Every Public Company having a <u>Turnover of Rs. 250 Crore (two hundred fifty crore rupees)</u> or more	

9	Independent Director As per Provisions of Section 204 of Companies Act, 2013 read with Rule 4 Chapter XI, Companies (Appointment and Qualification of Directors) Rules, 2014:	a) All Listed Companies b) The Public Companies having Paid Up Share capital of <u>Rs. 10 Crore</u> (ten crore rupees) or more <u>(AT LEAST 2 (TWO) INDEPENDENT DIRECTOR)</u> c) The Public Companies having Turnover of <u>Rs. 100 Crore</u> (one hundred crore rupees) or more <u>(AT LEAST 2 (TWO) INDEPENDENT DIRECTOR)</u> d) The Public Companies which have, in aggregate, outstanding loans, debentures and deposits, <u>exceeding Rs. 50 Crore (fifty Crore rupees)</u>
10	Managing Director/ Whole Time Director As per Provisions of Section 203 of Companies Act, 2013 read with Rule 8 Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:	a) All Listed Companies b) Every Public Company having a Paid-Up Share Capital of <u>Rs. 10 Crore (Ten crore rupees)</u> or more. c) Companies which do not fall in above limits can also appoint <u>MD and WTD</u> by following the procedure given under Section 196 of Companies Act, 2013.
11	Key Managerial Personnel As per Provisions of Section 203 of Companies Act, 2013 read with Rule 8 Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:	a) All Listed Companies b) Every Public Company having Paid-Up Share Capital of <u>Rs. 10 Crore (Five crore rupees)</u> or more. c) *Every Private Limited Company having <u>Paid-Up Share Capital of Rs. 5 Crore (five crore rupees)</u> or more required to appoint Company Secretary and designate as Key Managerial Personnel.

12	Auditors Committee As per Provisions of Section 177 of Companies Act, 2013 read with Rule 6 Chapter XII, Companies (Meetings of Board and its Powers) Rules, 2014:	a) All Listed Companies b) Every Public Company having Paid-Up Share Capital of <u>Rs. 10 Crore (Ten crore rupees)</u> or more. c) The Public Companies having Turnover of <u>Rs. 100 Crore (one hundred crore rupees)</u> or more <u>(AT LEAST 2 (TWO) INDEPENDENT DIRECTOR)</u> d) The Public Companies which have, in aggregate, outstanding loans, debentures and deposits, exceeding <u>Rs. 50 Crore (fifty Crore rupees)</u>
13	Nomination Committee As per Provisions of Section 177 of Companies Act, 2013 read with Rule 6 Chapter XII, Companies (Meetings of Board and its Powers) Rules, 2014:	a) All Listed Companies b) Every Public Company having Paid-Up Share Capital of <u>Rs. 10 Crore (Ten Crore rupees)</u> or more. c) The Public Companies having Turnover of <u>Rs. 100 Crore (one hundred crore rupees)</u> or more <u>(AT LEAST 2 (TWO) INDEPENDENT DIRECTOR)</u> d) The Public Companies which have, in aggregate, outstanding loans, debentures and deposits, <u>exceeding Rs. 50 Crore (fifty Crore rupees):</u>
14	Women Director As per Provisions of Section 149 of Companies Act, 2013 read with Rule 3 Chapter XI, Companies (Appointment and Qualification of Directors) Rules, 2014:	a) All Listed Companies b) Every Public Company having a Paid-Up Share Capital of <u>Rs. 100 Crore (One Hundred crore rupees)</u> or more; or c) Every Public Company having a Turnover of <u>Rs. 300 Crore (Three Hundred Crore rupees)</u> or more

15	Vigil Mechanism As per Provisions of Section 177 of Companies Act, 2013 read with Rule 7 Chapter XII, Companies (Meetings of Board and its Powers) Rules, 2014:	a) All Listed Companies b) The Company which <u>accept deposits</u> from the public ; c) The companies which have borrowed money from banks and public financial institutions in excess of Rs. 50 crore (Rupees Fifty Crore only)	
16	Related Party Transactions As per Provisions of Section: 188 of Companies Act, 2013 read with Rule -3, of Chapter Xii (Meetings Of Board And Its Power) Second Amendment Rules, 2014:	Applicable on all <u>except</u> transactions on arm length and in ordinary course	a) transactions on arm length and b) ordinary course
17	Corporate Social Responsibility Committee As per Provisions of Section 135 of Companies Act, 2013 read with Rule 3 Chapter XI, Companies (Appointment and Qualification of Directors) Rules, 2014:	a) Every company having net worth of rupees <u>500 Crore (five hundred crore)</u> or more; b) Every company having turnover of rupees <u>1000 crore (one thousand crore)</u> or more; c) Every company having net profit of rupees <u>5 crore (five Crore)</u> or more;	
18	Appointment & reappointment of Auditor : Companies shall not appoint or re-appoint: An individual as auditor for more than one term of five consecutive years; and An audit firm as auditor for	a) All Listed Companies b) Every Public Company having Paid-Up Share Capital of <u>Rs. 10 Crore (Ten crore rupees)</u> or more. c) Every Private Limited Company having Paid-Up Share Capital of <u>Rs. 20 Crore (Twenty crore rupees)</u> or more. d) All Companies having public borrowings from Financial Institutions, banks or public deposits of <u>Rs. 50 Crore (Rupees</u>	

more than two terms of five consecutive years. As per Provisions of Section 139 of Companies Act, 2013 read with Rule 5 Chapter X, Companies (Audit and Auditors) Rules, 2014	<u>Fifty Crore only</u> or more.
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