

Annual Compliance Calendar under Companies Act, 2013

*Compliance
Calendar*

Series- 90

GOYAL DIVESH & ASSOCIATES
Practicing Company Secretary

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BACKGROUND:

As per Companies Act, 2013 Companies requirements for Companies have been changed in comparison of Companies Act, 1956. Even though Companies Act came into force from 1st April 2014 but annual Compliances for the Companies for Financial year 2013-14 were as per Companies Act, 1956.



But now for financial year 2014-15 Annual Compliances will be as per

Companies Act, 2013. New Annual Forms will be prepared with new Requirements. Annual Compliances have completely changed from the earlier Compliances.

Major Changes are as follow:

1. Directors' Report: There are many new clauses, which Companies have to add in Directors' Report. Like: Disclosure of Sexual Harassment Act, Dates of Board



Meetings held during the Financial Year, No. Of Board Meetings attended by the Directors etc.

2. Annual Return (MGT-7): Earlier Annual Return was required to be prepared in e-form 20B. Now, new form for Annual Return is MGT-7. This is a very lengthy form in comparison to earlier Annual Return under Schedule- V. There are two provisions relating to annual return one is 'CERTIFICATION'; other one is 'SIGNING'.

CERTIFICATION of Annual Return by a Company Secretary in practice:

- 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 a Company Secretary in practice:

- a) *All Listed Companies*
- b) *Every Public Company;*
- c) *Private Limited Company having;*
 - *Paid up share capital exceeding 50 Lac, or;*
 - *Turnover exceeding 2 crore.*

3. Financial Statement: Earlier in Companies Act 1956, Companies were required to prepared (Balance Sheet and Statement of Profit & Loss Account) as a part of Annual Report. But now in Companies Act, 2013 there is a requirement to prepare the following as a part of Financial Statements:

- a. *Balance Sheet and Statement of Profit & Loss Account*
- b. *Cash Flow Statement (Except Small Companies and OPC)*
- c. *Consolidated Financial Statement.*

4. Secretarial Standard: From 1st July 2015 onwards, every meeting will be conducted in consolidation with the provisions of Secretarial Standards and Companies Act, 2013. It needs a lot of Concentration.

ANNUAL COMPLIANCES FOR ONE PERSON COMPANY:

S. No.		Section & Rules	Particular of Compliance	
1.	Receipt of MBP-1	184(1)	Form MBP- 1	Every Director of the Company in First Meeting of the Board of Director in each Financial Year will disclose his interest in other entities.
				Every Director is required to submit with the Company fresh MBP-1 whenever there is change in his interest from the earlier given MBP-1.
2.	Receipt of DIR-8	164(2)	Form DIR - 8	Every Director of the Company in each Financial Year will file with the Company disclosure of non-disqualification.
	Meaning of AGM for the OPC means "Resolution passed for the ordinary Business entered into the Minute Book. In case of OPC, there is no need to hold AGM because there is only one Member.			
3.	E- Forms Filing Requirements	92	E-form: MGT-7	Annual Return: OPC will file its Annual Return within 60 days of entry of ordinary resolution in Minute Book. Annual Return will be for the period 1 st April to 31 st March. In Case of OPC, there is no need to hold AGM.
4.		137	E-form: AOC-4	Financial Statement: The Company is required to file its Balance Sheet along with statement of Profit and Loss Account and Directors' Report in this form. Attachment: Balance Sheet, Statement of Profit & Loss Account, Directors' Report, Auditors' Report and Notice of AGM.
5.	Directors' Report	134	Directors' Report shall be prepared by mentioning of all the information required for Small Company under Section 134.	

			It should be signed by only One Director.	
6.	Circulation of Financial Statement & other relevant Dox	136	Company shall send to the Members of the Company approved Financial Statement, Directors' Report and Auditors' Report at least 21 clear days before the date of AGM.	
7.	Board Meetings	173 & SS-I	OPC shall hold a minimum number of two meetings of its Board of Directors every year in such a manner that minimum gap between both the meetings, should be not less than 90 (Ninety) days.	
8.	Appointment of Auditor	139	E-form ADT-1	Auditor will be appointed for the 5 (Five) year and form ADT-1 will be file for 5-year appointment.
			After that every year in AGM, shareholder will ratify the Auditor but there is no need to file ADT-1.	
9.	Note:		✓ OPC in which there is only one Director Secretarial Standard- 1 will not apply. ✓ OPC does not require to hold AGM so Secretarial Standard II is not applicable on OPC. ✓ Section 98 and Section 100 to 111 are not applicable on One Person Company. ✓ No need of preparation of Cash Flow Statement, in case of OPC.	
Above mentioned 8 (Eight) Compliances are Mandatory Yearly compliances for the Private Limited Company. Except above 8 (Eight) there may be event-based compliances for the Small Company.				

ANNUAL COMPLIANCES FOR SMALL COMPANY:

S. No.		Section & Rules	Particular of Compliance	
1.	Receipt of MBP-1	184(1)	Form MBP- I	Every Director of the Company in First Meeting of the Board of Director in each Financial Year shall disclose his interest in other entities.
				Every Director is required to submit with the Company a fresh MBP-1, whenever there is change in his interest from the earlier given MBP-1.
2.	Receipt of	164(2)	Form	Every Director of the Company in each

**DIVESH GOYAL**Practicing Company Secretary
GOYAL DIVESH & ASSOCIATES

Mob: +918130757966

csdiveshgoyal@gmail.com

	DIR- 8	143(3)(g)	DIR - 8	Financial Year will file with the Company disclosure of non-disqualification.
3.	E- Forms Filing Requirements	92	E-form: MGT-7	Annual Return: Every Small Company will file its Annual Return within 60 days of holding of Annual General Meeting. Annual Return will be for the period 1 st April to 31 st March.
4.		137	E-form: AOC-4	Financial Statement: Company is required to file its Balance Sheet along with Statement of Profit and Loss Account and Directors' Report in this form. Attachment: Balance Sheet, Statement of Profit & Loss Account, Directors' Report, Auditors' Report and Notice of AGM.
5.	Directors' Report	134	Directors' Report shall be prepared by mention of all the information required for Small Company under Section 134. It should be signed by the "Chairperson" authorized by the Board, where he is not so authorized by at least 2 Directors.	
6.	Circulation of Financial Statement & other relevant Doc	136	Company will send to the members of the Company approved Financial Statement, Directors' Report and Auditors' Report at least 21 clear days before the Annual General Meeting. (Except in case of AGM is called on Shorter Notice)	
7.	Notice of AGM	101 & SS-II	Every Notice of Annual General Meeting will be prepared as per Section 101 of Companies Act 2013 and Secretarial Standard – II.	
8.	Sending of Notice of AGM	101 & SS	Notice of Annual General Meeting will be sent to following: • All Directors, Members, Statutory Auditor.	
9.	Board Meetings	173 & SS-I	Every Company shall hold a minimum number of Two Meetings of its Board of Directors every year in such a manner that Minimum gap between both the meetings not less than 90 (Ninety) days.	
10.	Appointment of Auditor	139	E-form ADT-1	Auditor will be appointed for the 5 (Five) year and form ADT-1 will be filed for 5-year appointment. After that every year in AGM, Shareholder will ratify the Auditor but there is no need to file ADT-1.

Above mentioned 10 (Ten) Compliances are mandatory yearly compliances for the Private Limited Company. Except above 10 (Ten), there may be event-based compliances for the Small Company.

ANNUAL COMPLIANCES FOR PRIVATE LIMITED COMPANY OTHER THAN SMALL COMPANY:

S. No.		Section & Rules	Particular of Compliance	
1.	Receipt of MBP-1	184(1)	Form MBP- 1	Every Director of the Company in First Meeting of the Board of Director in each Financial Year will disclose his interest in other entities.
				Every Director is required to submit with the Company fresh MBP-1 whenever there is change in his interest from the earlier given MBP-1.
2.	Receipt of DIR- 8	164(2)	Form DIR - 8	Every Director of the Company in each Financial Year will file with the Company disclosure of non-disqualification.
3.	E- Forms Filing Requirements	92	E-form: MGT-7	Annual Return: Every Small Company will file its Annual Return within 60 days of holding of Annual General Meeting. Annual Return will be for the period 1 st April to 31 st March.
4.		137	E-form: AOC-4	Financial Statement: Company is required to file its Balance Sheet along with statement of Profit and Loss Account and Director Report in this form. Attachment: Balance Sheet, Statement of Profit & Loss Account (Including Consolidated Financial Statement), Directors' Report, Auditors' Report, Cash Flow Statement and Notice of AGM.
5.		92	MGT-8	Private Company: Having paid up share capital of 10 Crore or more or turnover of Rs. 50 crore or more shall be certified by a Company Secretary in Practice.
6.	Directors' Report	134	Directors' Report will be prepared by mention of all the information required for Small Company under Section	

			134.
			It should be signed by the “Chairperson” authorized by the Board, where he is not so authorized by at least 2 Directors.
7.	Circulation of Financial Statement & other relevant Dox	136	Company will send to the members of the Company approved Financial Statement (including consolidated Financial Statement), Cash Flow Statement, Directors’ Report and Auditors’ Report at least 21 clear days before the Annual General Meeting. (Except in case of AGM is called on Shorter Notice).
8.	Notice of AGM	101 & SS-II	Every Notice of Annual General Meeting will be prepared as per Section 101 of Companies Act 2013 and Secretarial Standard – II.
9.	Sending of Notice of AGM	101 & SS	Notice of Annual General Meeting will be sent to following: • All Directors, Members, Statutory Auditor.
10.	Board Meetings	173 & SS-I	Every Company shall hold a minimum number of FOUR meetings of its Board of Directors every year in such a manner that maximum gap between two meetings should not be more than 120 (One hundred twenty) days. Company should hold at least 1 (one) Board Meeting every quarter of calendar year.
11.	Appointment of Auditor	139	E-form ADT-1 Auditor will be appointed for the 5 (Five) year and form ADT-1 will be filed for 5-year appointment. After that every year in AGM shareholder will ratify the Auditor but there is no need to file ADT-1.
12.	Maintenance of Registers	88	Company will maintain the following mandatory Registers: • Register of Director, Director Shareholding, Members.
13.	Annual Return	92	Annual Return of Every Private Company (Except Small Company) should be signed by Company Secretary in Practice.
Above mentioned 13 (Thirteen) Compliances are Mandatory Yearly compliances for the Private Limited Company. Except above 13 (Thirteen) there may be event-based compliances for the Small Company.			

ANNUAL COMPLIANCES FOR EVERY PUBLIC LIMITED COMPANY:

S. No.		Section & Rules	Particular of Compliance	
1.	Receipt of MBP-1	184(1)	Form MBP- 1	Every Director of the Company in First meeting of the Board of Director in each Financial Year will disclose his interest in other entities.
				Every Director is required to submit with the Company fresh MBP-1 whenever there is change in his interest from the earlier given MBP-1.
2.	Receipt of DIR- 8	164(2)	Form DIR - 8	Every Director of the Company in each Financial Year will file with the Company disclosure of non-disqualification.
3.	E- Forms Filing Requirements	92	E-form: MGT-7	Annual Return: Every Small Company will file its Annual Return within 60 days of holding of Annual General Meeting. Annual Return will be for the period 1 st April to 31 st March.
4.		137	E-form: AOC-4	Financial Statement: Company is required to file its Balance Sheet along with Statement of Profit and Loss Account, Cash Flow Statement and Directors' Report in this form. Attachment: Balance Sheet, Statement of Profit & Loss Account (Including Consolidated Financial Statement), Director Report, Auditors' Report, Cash Flow Statement and Notice of AGM.
5.		179(3)	MGT-14	Adoption of Financials and Director Report: Company will file MGT-14 along with copy of Board Resolution within 30 days of Board Meeting.
6.		92	MGT-8	Certification of Annual Return: Every Company having paid up share capital of 10 Crore or more or turnover of Rs. 50 crore or more shall be certified by a Company Secretary in Practice.
7.	Directors' Report	134	Directors' Report will be prepared by mention of all the information required for Small Company under Section 134. It should be signed by the "Chairperson" authorized by	

			the Board, where he is not so authorized by at least 2 Directors; one of them should be Managing Director if any.
8.	Circulation of Financial Statement & other relevant Dox	136	Company will send to the Members of the Company approved Financial Statement (including consolidated Financial Statement), Cash Flow Statement, Directors' Report and Auditors' Report at least 21 clear days before the Annual General Meeting. (Except in case of AGM is called on Shorter Notice)
9.	Notice of AGM	101 & SS-II	Every Notice of Annual General Meeting will be prepared as per Section 101 of Companies Act 2013 and Secretarial Standard – II. If there are more than 200 Members then Company will give e-voting Facility.
10.	Sending of Notice of AGM	101 & SS	Notice of Annual General Meeting will be sent to following: • All Directors, Members, Statutory Auditor. • Secretarial Auditor, If any. • Debenture Trustee, if any.
11.	Board Meetings	173 & SS-I	Every Company shall hold a minimum number of FOUR meetings of its Board of Directors every year in such a manner that maximum gap between two Meetings should not be more than 120 (One hundred twenty) days. Company should hold at least 1 (one) Board Meeting every quarter of calendar year.
12.	Appointment of Auditor	139	E-form ADT-1 Auditor will be appointed for the 5 (Five) year and form ADT-1 will be filed for 5-year appointment. After that every year in AGM shareholder will ratify the Auditor but there is no need to file ADT-1.
13.	Maintenance of Registers	88	Company will maintain the following mandatory Registers: • Register of Director, Director Shareholding, Members. • Register of Loan, Guarantee, Investment made by the Company. • Register of Contract with Related Parties.
14.	Annual Return	92	Annual Return of every Private Company (Except Small Company) should be sign by Company Secretary in Practice .

LIMIT BASED ANNUAL COMPLIANCES FOR PUBLIC

LIMITED COMPANIES:

(For Check the Limits please refer my Article Series No. 87 Limits under Companies Act, 2013)

S. No.		Section & Rules	Particular of Compliance	
15.	E- Forms Filing Requirements	Rule-22 Chap. V	DPT- 3	Company if accept deposits during the year then it is required to file return of deposits within 30 days of end of financial year.
16.		196	MR-1	Return of appointment and re-appointment of Managing Director or Whole Time Director or Manager or KMP.
17.		149	DIR- 12	Appointment of Independent Director.
18.		149	DIR- 12	Appointment of Women Director.
19.		138	MGT-14	Appointment of Internal Auditor.
20.		205	All below mentioned Company are required to get Secretarial Audit of the Company from the Practicing Company Secretary and report of PCS will be part of Directors' Report (MR-3). a) All Listed Companies b) Every Public Company having; • Paid-Up Share Capital of Rs. 50 Crore (fifty crore rupees) or more; or • Every Public Company having a Turnover of Rs. 250 Crore (two hundred fifty crore rupees) or more	



21.	Audit Committee	177	All below mentioned companies are required to constitute a Audit Committee and meetings of Committee will be as per Secretarial Standard- I: i. All Public Companies with a paid up capital of ten crore rupees or more; ii. All Public Companies having turnover of one hundred crore rupees or more; iii. All Public Companies, having in aggregate, outstanding loans or borrowings or debentures or deposits exceeding fifty crore rupees or more.
22.	Nomination & Remuneration Committee	178	All below mentioned companies are required to constitute a Nomination & Remuneration Committee and meetings of Committee will be as per Secretarial Standard- I: iv. All public companies with a paid up capital of ten crore rupees or more; v. All public companies having turnover of one hundred crore rupees or more; (a) All public companies, having in aggregate, outstanding loans or borrowings or debentures or deposits exceeding fifty crore rupees or more.
23.	Vigil Mechanism	178	All below mentioned companies are required to constitute a Audit Committee: (b) The Companies which accept deposits from the Public; (c) The Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees

ANNUAL COMPLIANCES FOR LISTED COMPANY:

S. No.		Section & Rules	Particular of Compliance	
1.	Receipt of MBP-1	184(1)	Form MBP- 1	Every Director of the Company in First Meeting of the Board of Director in each Financial Year will disclose his interest in other entities.
				Every Director is required to submit with the Company fresh MBP-1 whenever there is change in his interest

**DIVESH GOYAL**Practicing Company Secretary
GOYAL DIVESH& ASSOCIATES

Mob: +918130757966

csdiveshgoyal@gmail.com

				from the earlier given MBP-1.
2.	Receipt of DIR-8	164(2)	Form DIR - 8	Every Director of the Company in each Financial Year will file with the Company disclosure of non-disqualification.
3.	E- Forms Filing Requirements	92	E-form: MGT-7	Annual Return: Every Small Company will file its Annual Return within 60 days of holding of Annual General Meeting. Annual Return will be for the period 1 st April to 31 st March.
4.		137	E-form: AOC-4	Financial Statement: Company is required to filing its Balance Sheet along with Statement of Profit and Loss Account, Cash Flow Statement and Directors' Report in this form. Attachment: Balance Sheet, Statement of Profit & Loss Account (Including Consolidated Financial Statement), Directors' Report, Auditors' Report, Cash Flow Statement and Notice of AGM.
5.		179(3)	MGT-14	Adoption of Financials and Director Report: Company will file MGT-14 along with copy of Board Resolution within 30 days of Board Meeting.
6.		92	MGT-8	Certification of Annual Return: Every Small Company will file with its Annual Return within 60 days of end of financial year.
7.		121	MGT-15	Report on AGM: Company shall prepare in the Report on each AGM.
8.		179(3)	MGT-14	Appointment of Secretarial Auditor Company will file MGT-14 along with copy of Board Resolution within 30 days of Board Meeting.
9.		148(3)	CRA- 2	Appointment of Cost Auditor Company will file copy of Board Resolution within 30 days of Board Meeting.

10.		149	DIR- 12	Appointment of Independent Director.
11.		149	DIR- 12	Appointment of Women Director.
12.	Directors' Report	134	Directors' Report will be prepared by mention of all the information required for Small Company under Section 134. It should be signed by the "Chairperson" authorized by the Board, where he is not so authorized by at least 2 Directors; one of them should be Managing Director if any.	
13.	XBRL		Every Listed Company is required to prepare its Financial Statement in Extensible Business Reporting system.	
14.	Circulation of Financial Statement & other relevant Doc	136	Company will send to the Members of the Company approved Financial Statement (including consolidated Financial Statement), Directors' Report and Auditors' Report at least 21 clear days before the Annual General Meeting.	
15.	Notice of AGM	101 & SS-II	Every Notice of Annual General Meeting will be prepared as per Section 101 of Companies Act 2013 and Secretarial Standard – II. Every Listed Company will give e-voting facility.	
16.	Sending of Notice of AGM	101 & SS	Notice of Annual General Meeting will be sent to following: • All Directors, Members, Statutory Auditor. • Secretarial Auditor, If any. • Debenture Trustee, if any.	
17.	Board Meetings	173 & SS-I	Every Company shall hold a minimum number of FOUR Meetings of its Board of Directors every year in such a manner that maximum gap between two meeting not more than 120 (One hundred Twenty) days. Company should hold at least 1 (one) Board Meeting every quarter of calendar year.	
18.	Appointment of Auditor	139	E-form ADT-1	Auditor will be appointed for the 5 (Five) year and form ADT-1 will be file for 5-year appointment. After that every year in AGM shareholder will ratify the Auditor but here is no need to file ADT-1.



19.	Maintenance of Registers	88	Company will maintain the following mandatory Registers: • Register of Director, Director Shareholding, Members. • Register of Loan, Guarantee, Investment made by the Company. • Register of Contract with Related Parties. • Register of Key Managerial Personnel and their Shareholding.	
20.	E- Voting	108	Voting Through Electronic Means: It is mandatory for the Listed Company to provide e-voting facility to Shareholders.	
21.	Postal Ballot	110	Voting Through Postal Ballot: There are certain Items for which it is mandatory for the Company to provide Postal Ballot Facility.	
22.	Secretarial Audit	204	E- form MGT-14	All the Listed Companies are required to appoint Company Secretary for Secretarial Audit.
23.	Internal Auditor	138	E- form MGT-14	A Company is required to appoint Internal Auditor and required to file e-form within 30 days of appointment.
24.	Audit Committee	177	A Listed Company is required to constitute its Audit Committee and meetings of Committee will be as per Secretarial Standard- I.	
25.	Nomination & Remuneration Committee	178	A Listed Company is required to constitute its Nomination & Remuneration Committee and meetings of Committee will be as per Secretarial Standard- I.	
26.	Stake Holder Relationship Committee	178	A Listed Company is required to constitute its Stake Holder Relationship Committee and meetings of Committee will be as per Secretarial Standard- I.	
27.	Vigil Mechanism	178	A Listed Company is required constituting policy of vigil mechanism.	
28.	Return for Change in Stake of Promoter	93	E- form MGT- 10	Listed Company shall file a return with the Registrar with respect to change in the number of shares held by promoters and top ten shareholders of such Company, within fifteen days of such change
24.	E- Forms Filing Requirements	Rule-22 Chap. V	DPT- 3	Company if accept deposit during the year then it is required to file return of deposits within 30 days of end of financial year.
25.		196	MR-1	Return of appointment and re-appointment of

				Managing Director or Whole time Director or Manager or KMP.
26.		203	MR-1	Appointment of KMP: Company Required to appoint: 1. Company Secretary 2. CFO 3. MD/CEO/WTB
27.		149	DIR- 12	Appointment of Independent Director.
28.		149	DIR- 12	Appointment of Women Director.
29.		205	MR - 3	A Listed Company is required to get Secretarial Audit of the Company from the Practicing Company Secretary and report of PCS will be part of Directors' Report.

ANNUAL COMPLIANCES UNDER LISTING AGREEMENT:

S. No.		Section & Rules	Particular of Compliance
1.	Share Transfer Audit	47C	Half yearly within 30 days from the end of Half year.
2.	Reconciliation of Share Capital Audit	55A	Quarterly, within 30 days from the end of each quarter
3.	Shareholding Pattern	35	Quarterly, within 21 days from the end of each quarter. Now in XBRL format
4.	Unaudited/ Audited Financial Results	41	Unaudited Results with Limited Review Report within 45 days from end of each quarter Send notice in Newspaper for meeting format is enclosed and inform Stock Exchange also. After the meeting, within 15 minutes, send results to stock exchange and get it published in newspaper within 2 days of meeting. As per SEBI insider trading and code adopted by Company trading window should be closed as per the days suggested by Management.
			Audited Results within 45 days from end of each quarter Send notice in Newspaper for meeting Format is enclosed and Inform Stock Exchange also. After the meeting, within 15 minutes, send results to stock exchange and get it published in newspaper within 2 days of meeting. As per SEBI



			insider trading and code adopted by Company trading window should be closed as per the days suggested by Management.
5.	Corporate Governance Report	49	Within 15 days from the end of each quarter, enclosed below format

(Author – CS Divesh Goyal, GOYAL DIVESH & ASSOCIATES Company Secretary in Practice from Delhi and can be contacted at csdiveshgoyal@gmail.com)

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