S. No.	Provision in Relation to	u/s of Companies Act, 2013	Rule	Applicability / Non-applicability and Conditions thereto
1	**Appliocability of Cash Flow Statement**	2(40)		The following companies need not prepare cashflow statement as a part of the financial statements: One Person Company Small Company Dormant Company
2	**Annual Return and Company Secretary ("CS") in practice**	92(1)		For the following companies, a director may sign the Annual Return, where there is no CS. One Person Company Small Company
3	**Certification of Annual Return by a CS in practice**	92(2)	**Rule 11(2) –The Companies (Management and Administration) Rules, 2014**	The following companies shall get their annual returns certified by a CS in practice: 1. All Listed Companies 2. All Companies with Paid Up Capital of `10 Crores or more 3. All companies with turnover of `50 Crores or more
4	**Corporate Social Responsibility ("CSR")**	135(1)	**Rule 3 – The Companies (Corporate Social Responsibility Policy) Rules, 2014**	The following companies shall form a CSR Committee for formation, implementation and compliance of a CSR Policy: for All companies, if during the financial year, have Net Worth of `500 Crores or more or Turnover of ` 1000 Crores or more or Net Profit of ` 5 Crores or more

5	**Internal Auditor**	**138(1)**	**Rule 13(1) – Companies (Accounts) Rules, 2014**	The following companies are required to appoint an internal auditor: 1. All Listed Companies 2. All Unlisted Public Companies having, during the preceding financial year, Paid-up Share Capital of ` 50 crores or more, or  Turnover of ` 200 crores or more, or Outstanding loans/ borrowings from banks/ public financial institutions of ` 100 crores or more at any point of time, or  Outstanding depositsof ` 25 crores or more at any point of time 3. All Private Companies having, during the preceding financial year, Turnover ` 200 crores or more, or,  Outstanding loans/ borrowings from banks/ public financial institutions of ` 100 crores or more at any point of time
6	**Women Director**	**149(1)**	**Rule 3 – Companies (Appointment and Qualification of Directors) Rules, 2014**	The following companies shall appoint atleast 1 woman director 1. All Listed Companies, or, 2. Other Public Companies having, Paid-up Share Capital of ` 100 crores or more, or,  Turnover of ` 300 crores or more

7	**Appointment & Reappointment of Auditor**	**139(2)**	**Rule 5 – Companies (Audit and Auditors) Rules, 2014.**	Certain companies shall not appoint or re-appoint: An individual as auditor for more than 1 term of 5 consecutive years; and An audit firm as auditor for more than 2 terms of 5 consecutive years The Companies to which the above provision is not applicable are: One Person Company and Small Companies The Companies to which the above provision is applicable are: All Listed Companies, or, All Unlisted Public Companies with Paid-up Share Capital of ` 10 crores or more, or,  All Private Limited Companies with Paid-up Share Capital of ` 20 crores or more, or, All Companies with Paid-up Share Capital less than the threshold limit mentioned above, but having public borrowings from financial institutions, banks or public deposits of ` 50 crores.
8	**Auditors Committee, Nomination and Remuneration Committee**	**177(1), 178(1)**	**Rule 6 – Companies (Meetings of Board and its Powers) Rules, 2014**	The following companies shall constitute an Audit Committee and a Nominaton and Remuneration Committee of the Board: 1.All Listed Companies, or, 2. Other Public Companies having, Paid-up Share Capital of ` 10 crores or more, or,  Turnover of ` 100 crores, or, In aggregate, outstanding loans, borrowings, debentures or deposits of ` 50 crores.

9	**Vigil Mechanism**	**177(9)**	**Rule 7(1) – Companies (Meetings of Board and its Powers) Rules, 2014**	The following companies shall establish a vigil mechanism for directors and employees to report genuine concerns and grievances: All Listed Companies, or, All Companies that accept deposits from public, or, All Companies which have borrowed money from banks and public financial institutions of more than ` 50 crores.
10	**Related Party Transactions**	**188**	**Rule 15(1) – Companies (Meetings of Board and its Powers) Rules, 2014**	A consent of the Board of Directors by way of a resolution at the Board meeting is not required for a related party transaction, when Such transaction is entered into by the company in its ordinary course of business and Such a transaction happens on an arm's length basis Prior approval by a special resolution is required to enter into a contract or arrangement with a related party: For a company is having a paid-up share capital of ` 10 crores, or, For sale, purchase or supply of any goods or materials directly or through appointment of agents > 25% of the annual turnover, or, For selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agents > 10% of net worth, or, For leasing of property of any kind > 10% of net worth or 10% of turnover, or,

				For availing or rendering of any services directly or through appointment of agents > 10% of net worth, or, For appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration of more than ` 2.5 lakhs, or, For underwriting the subscription of any securities or derivatives thereof of the company with a remuneration > 1% of the net worth
11	**Managing Director/ Whole Time Director, Key Managerial Personnel**	**203(1)**	**Rule 8 – Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**	The following companies are required to appoint a whole-time key managerial personnel, who may be a managing director, a CEO, a director or a CFO: All Listed Companies, or, All Public Companies having a Paid-Up Share Capital of ` 10 crores or more
12	**Appointment of CS by a Company**	**203(1)**	**Rule 8A – Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**	The following companies are required to appoint a whole-time company secretary All Listed Companies, or, All Public Companies having a Paid-Up Share Capital of ` 10 crores or more  All Other Companies having a Paid-up Share Capital of ` 5 crores or more

13	<u>**Secretarial Audit**</u>	**204(1)**	**Rule 9 – Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**	The following companies shall annex a secretarial audit report, given by a company secretary in practice, with its Board's report: All Listed Companies, or, All Public Companies having a Paid-up Share Capital of ` 50 crores or more, or,  All Public Companies having a turnover of ` 250 crores or more.
14	<u>**Independent Director**</u>	**204**	**Rule 4 – Companies (Appointment and Qualification of Directors) Rules, 2014**	Every listed public company shall have at least 1/3rd of the total number of directors as independent directors The following companies shall have atleast 2 directors as independent directors: All Public Companies having Paid-up Share Capital of ` 10 crores or more, or,  All Public Companies having turnover of ` 100 crores or more, or, All Public Companies which, in aggregate, have outstanding loans, debentures and deposits of more than ` 50 crores

15	**XBRL Filing**	**General Circular No. 16/2012 dated 6th July, 2012**	The following companies shall file their Balance-sheet and Profit & Loss Account with the Ministry in XBRL Mode All Companies Listed with any Stock Exchange in India and their Indian Subsidiaries, or, All Companies having Paid-up Share Capital of ` 5 crores or more, or,  All Companies having turnover of ` 100 crores or more. The following companies shall be exempted from filing their Balance-sheet and Profit & Loss Account in XBRL Mode, even if they fulfill the above criteria: Banking Companies Insurance Companies Power Companies Non-Banking Financial Companies
16	**CARO Reporting**	**Companies (Auditor's Report) Order, 2016**	The following companies need not follow the CARO: Insurance Companies Banking Companies Section 8 Companies One Person Companies Small Companies A Private Limited Company Having Paid-up Share Capital of ` 1 crore or more, and  Which does not have loan outstanding of more than ` 1 crore from any bank or financial institution, and, Which does not have a total revenue of more than ` 5 crores during the financial year.

One Person Company

Section 2(62) of Companies Act defines a one person company as a company that has only one person as its member. Furthermore, members of a company are nothing but subscribers to its memorandum of association, or its shareholders. So, an OPC is effectively a company that has only one shareholder as its member.

Dormant Company

A dormant company is a company that has been registered under the Companies Act but is not carrying out any “significant accounting transaction.” As per Companies Act 2013, a company that has been formed and registered under the Act,

a) For a future project or to hold an asset or intellectual property and,

b) Has no significant accounting transaction, is permitted to make an application to the Registrar to obtain the status of a dormant company.

Small Companies

Under section 2 (85) of the Companies Act, 2013 a Small Company means a company other than a Public Company that satisfies either of the following conditions:

Paid-up share capital which does not exceed 50 lac rupees or such higher amount as may be prescribed which shall not be more than 5 crore rupees

Or

Turnover of which as per its last profit and loss account does not exceed 2 crore rupees or such higher amount as may be prescribed which shall not be more than 20 crore rupees.

Provided that nothing in this clause shall apply to

(A) A Holding Company or a Subsidiary Company;

(B) A company registered under section 8; or

(C) A company or body corporate governed by any special Act.