



*Rawani & Co.*  
*Chartered Accountants*

# WESTERN INDIA REGIONAL COUNCIL

## E-FILING UNDER MCA21 POST ACCOUNTS AND SECRETARIAL COMPLIANCES



# FINANCE & ACCOUNTS

# Financial Year

- ❑ Financial Year shall commence on 1<sup>st</sup> April and end on 31<sup>st</sup> March for all types of Companies;
- ❑ Maximum period allowed is 15 months;
- ❑ Foreign Holding or Subsidiary Company can have different FY for consolidation of accounts (Approval from Tribunal required)
  - ❑ Time limit of 2 years given to comply with the requirements (provision effective 1.4.2014)

# Financial Statements

- ❑ Balance Sheet;
- ❑ Profit and Loss Account/Income & Expenditure Account;
- ❑ Cash Flow Statement (OPC, Dormant excluded);
- ❑ Statement of changes in Equity; and
- ❑ Any explanatory note annexed to or forming part of, any document referred above;

# Books of Account & Papers

- Sums of money received and expended and matters relating to receipts and expenditure;
- All sales and purchases of goods and services;
- Assets and Liabilities;
- Cost records as applicable to classes of Company specified u/s 148;
- deeds, vouchers, writings, documents, minutes and registers maintained
  - **In paper or in electronic form**

# Power to Authenticate

## Companies Act, 1956

By two directors including Managing Director , if there is one and Company Secretary , if there is one

### Authentication of financial statements of the company

By two directors including Managing Director , if there is one and Company Secretary , if there is one

([Section 215](#))

## Companies Act, 2013

Any document or proceeding requiring authentication by a company or contracts made by or on behalf of a company may be signed by any KMP or an officer of Company, duly authorised by Board.

### Authentication of financial statements of the company

- Chairperson, if he is authorized by board or 2 Directors out of which one shall be Managing Director
- The CEO, if he is a Director of the company, The CFO and the CS of the company, wherever they are appointed. ([Section 134](#))

# Financial Statements

<b>Companies Act, 1956</b>	<b>Companies Act, 2013</b>
No such provisions	Books of accounts may be kept in electronic form.
<b><u>Consolidation of Accounts</u></b> Consolidation is not mandated under the <a href="#">Companies Act, 1956</a> for any company. Listing agreement requires consolidation for listed companies having subsidiaries. (Clause 32 of Listing agreement and AS 21)	<b><u>Consolidation of Accounts</u></b> A company having subsidiary or associate company, shall prepare a consolidated financial statement, in addition to its financial statements and shall lay the same for approval in AGM.
<b><u>Contents</u></b> <ul style="list-style-type: none"><li>• Balance Sheet, Statement of Profit &amp; Loss</li><li>• Cash flow Statement (applicable only to listed companies and companies having Turnover in excess of 50 crores or borrowings in excess of 10 crores) AS 3 and listing agreement</li></ul>	<b><u>Contents</u></b> <ul style="list-style-type: none"><li>• Balance Sheet</li><li>• Statement of Profit &amp; Loss</li><li>• Cash Flow Statement (Except for OPC, Small Company and Small Company)</li><li>• Statement of Changes in Equity</li><li>• Notes to accounts</li></ul>

# Financial Statements, Boards Report

## Voluntary revision of financial statements or Board's report

The Board may revise the financials statements or Directors Report for any of the 3 previous financial years, if the same didn't comply with the statutory requirements. However, prior approval from Tribunal is required

Additional information (beyond what we now cover) will have to be provided in Directors Report:

- Inter-corporate loans and investment
- details of related party contracts
- Risk Management
- Extract of Annual Return



# Accounts of companies

- Every company shall prepare and keep at its registered office books of accounts (BOA) and other relevant books and papers and financial statements for every FY which give a true and fair view of the state of affairs of the company.

# Books of Accounts

- Section 128, Rules 9.1 and 9.2
- To be kept at the registered office or such other place as the board decides.
- To be kept on accrual basis and on double entry system of accounting
- It may be kept in electronic mode
  1. To remain accessible in India
  2. To retain completely as originally generated
  3. Includes 'Electronic Record' as per information Technology Act, 2000

## ..Books of Accounts..

- In case of branches, proper summarized returns to be sent periodically by the branch to registered office
- BOA are open for inspection by any director during business hours at the registered office or any other place.
- BOA to be kept for period of 8 Financial Years in good order;
- If investigation is ordered the same have to be kept for such longer period as the central government may direct.

# Preparation of Cash Flow Statements

Sr .No.	Type of Company	As per Accounting standard	As per 2013 Act
1	One person company	No such identification	Exempt
2	Dormant Company	No such identification	Exempt
3	SMC/Small Company	SMC-Defined	Small company defined[Sec2(85)]
a.	Turnover	< Rs. 50 Crore	< Rs. 2 crore or higher amount upto Rs.20 crore , if prescribed
b.	Paid up capital	No such Criteria	<Rs. 50 lakhs or higher amount up to Rs.5 crore, if prescribed

# Preparation of Cash Flow Statements

Sr No.	Type of Company	As per accounting standard	As per 2013 Act
c.	Borrowings	< Rs. 10 Crore	No such criteria
d.	Listing	Neither listed nor in the process of listing	Not public Company
e.	Holding/Subsidiary	Not holding/subsidiary of Non-SMC	Not holding/subsidiary
f.	Others	-Not bank, financial institution or insurance company	-Not governed by any special act -Not for charitable purpose

# Report of Board of Directors

**Additional  
Items in  
reporting  
to be  
given;**

- Extract of the Annual Return;
- Statement of Independence to be given by Independent Directors (Section 149(6));
- Details of contracts and arrangements with related parties with rationale for ALP (Section 188);
- Statement indicating development and implementation of risk management policy for the Company which may threaten the existence of the Company;

# Report of Board of Directors

Additional  
Items in  
reporting  
to be  
given  
(contd);

- In case of listed and other specified companies, statement indicating formal annual evaluation by the Board about its performance, committees performance & of Independent Directors;
- Information about the systems devised by the Board to ensure compliance with the provisions of applicable laws and a report whether such systems were adequate and operating efficiently.

# Report of Board of Directors

Additional  
Items in  
reporting  
to be  
given  
(OPS  
exempted)

- Number of meetings of the Board;
- Company's policy on Appointment and remuneration of Directors;
- Explanation and comments by the Board on every qualification;
- Reservation or adverse remark or disclaimer made in Secretarial AR;
- Particulars of loans, guarentees or investments etc.



# Consolidated Financial Statements (CFS)

- **Section 129(3) and rules 9.3(2) ,9.4, 9.10(1)**
- Which company have to prepare CFS?
  - a. Mandatory even for unlisted companies, whether private or public company
  - b. Company should have one or more subsidiaries (Associate company or Joint venture)
- Members have a right to receive CFS.

# ..Consolidated Financial Statement

- The Board's report to have a separate section on performance and financial position of each of the subsidiaries / JV / associates
- It is recommended that the requirement of consolidation of subsidiaries in the Board's report should be only in relation to subsidiaries having turnover or assets in excess of 10% of the total group.

# Re-opening of Financial Statements

- ❑ not to re-open its books of account and not recast its FS statements, without applying to CG, ITA, SEBI or other regulatory bodies;
- ❑ Reasons for re-opening
  - ❑ earlier accounts were prepared in a fraudulent manner; or
  - ❑ *the affairs of the company were mismanaged during the relevant period, casting a doubt on the reliability of financial statements:*

# Voluntary Re-opening of Financial Statements

If FS not in line with the provisions of Section 129 or Section 134, then

Up to 3 FY can be revised on application to the Tribunal in the manner prescribed. Order to be passed by the Tribunal in this regard.

Detailed reason for revision to form part of the Board's Report for that FY.

# DIVIDEND



# Declaration of Dividend

- Third proviso to section 123(1) of the 2013 Act provides that no dividend shall be declared or paid by a company from its reserves other than free reserves.
- Transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company – Mandatory Transfer to Reserves provisions removed;
- Power of CG to permit declaration of dividend without providing for depreciation no longer available;
- No Company to pay dividend if there is a default in repayment of deposits till the failure is rectified;
- Payment of dividend through electronic mode to registered shareholder is expressly permitted.

# Declaration of Dividend

- Rule 8.2 provides that no company shall declare dividend unless the loss or depreciation, whichever is less, in previous years is set off against the profit of the company for the year for which dividend is declared or paid;
- Section 123(5) provides that no dividend shall be paid by a company in respect of any share there in except to the registered shareholder of such share or to his order or to his banker;
- The second proviso to section 123(5) provides that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

# Declaration of Dividend

- A company may declare dividend out of the accumulated profits the reserves, in the event of inadequacy or absence of profits in any year, subject to the fulfillment of the following conditions :
  - The rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year;
  - The total amount to be drawn from such accumulated profits shall not exceed an amount equal to one-tenth of the sum of its paid-up share capital and free reserves;
  - The amount so drawn shall first be utilized to set off the losses incurred in the financial year before any dividend in respect of preference or equity shares is declared;
  - The balance of reserves after such withdrawal shall not fall below fifteen per cent of its paid up share capital



# Interim Dividend

- Interim dividend during any financial year out of the surplus in the P&L account and out of profits of the financial year in which such interim dividend is sought to be declared. (Section 123(3));
- In case of loss during the current FY up to the end of the immediately preceding Quarter- ID not to be at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

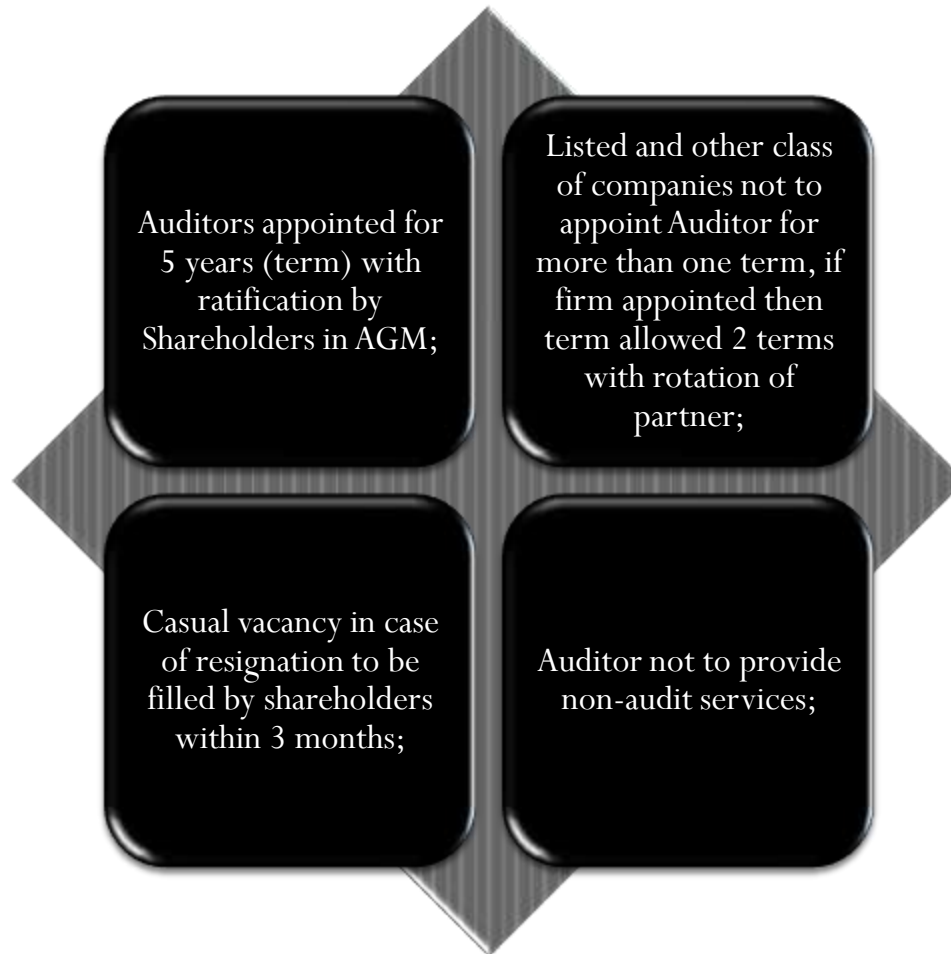
# Declaration of dividend

- No dividend to be declared if company fails to comply with provisions related to acceptance and repayment of deposits
- Transfer to IEPF for Unpaid Dividend along with unpaid / unclaimed dividend, **company reqd to transfer all the shares on which dividend has remained unpaid / unclaimed to IEPF**
- Claimant of shares transferred as above entitled to claim from IEPF as per laid down procedures





# Auditors responsibility increased



# Audit and Auditors

- Appointment of auditor in listed and prescribed class or classes of company

Appointment	Maximum period of appointment
Of an individual as an auditor	1 term of 5 consecutive years
Of an audit firm as an auditor	2 terms of 5 consecutive years
Cooling off period of 5 years before next appointment	

- Appointment of auditor in other companies i.e. other than listed and prescribes class or classes of companies:

Appointment	Period of Appointment
At first AGM	To hold office till conclusion of 6 <sup>th</sup> AGM subject to ratification by members at every AGM
Subsequent	To hold office till conclusion of 6 <sup>th</sup> meeting, subject to ratification by members at every AGM.
Transition Period – 3 years	

# Provisions for appointment/ Rotation

- Common conditions for appointment of auditor in listed and classes of companies to be prescribed

Incoming Audit firm should not have any common partners who were partners in outgoing audit firm

Rules to be prescribed to state the manner in which the companies shall rotate their auditors

Audit committee of listed and other prescribed classes of company to recommend appointment of an auditor

# Other Conditions

Certificate to be obtained by the Company about the eligibility of Appointment –Section 141;

Appointment to be filed with MCA within 15 days (time limit of 30 days presently reduced);

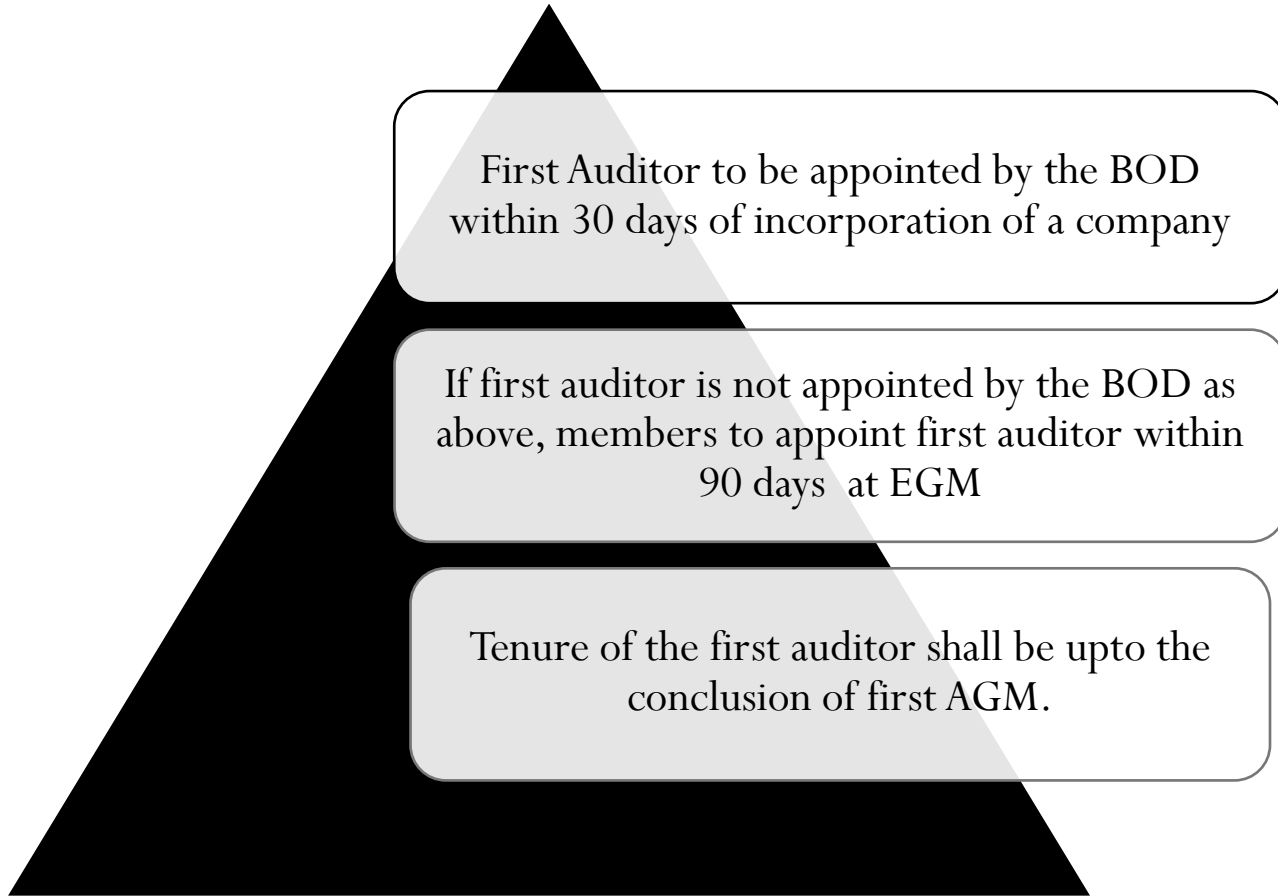
Casual vacancy of the Auditor can be filled by Board if due to resignation to be approved at the GM within 3 months from such appointment;

If at any AGM, no auditor is appointed or re-appointed, the existing Auditor will continue (Section 177).

Special Resolution to be passed at AGM to appoint a person other than retiring Auditor in case of removal or in between the completion of this term- conditions apply.



# First Auditor



# Restriction for provision of certain services

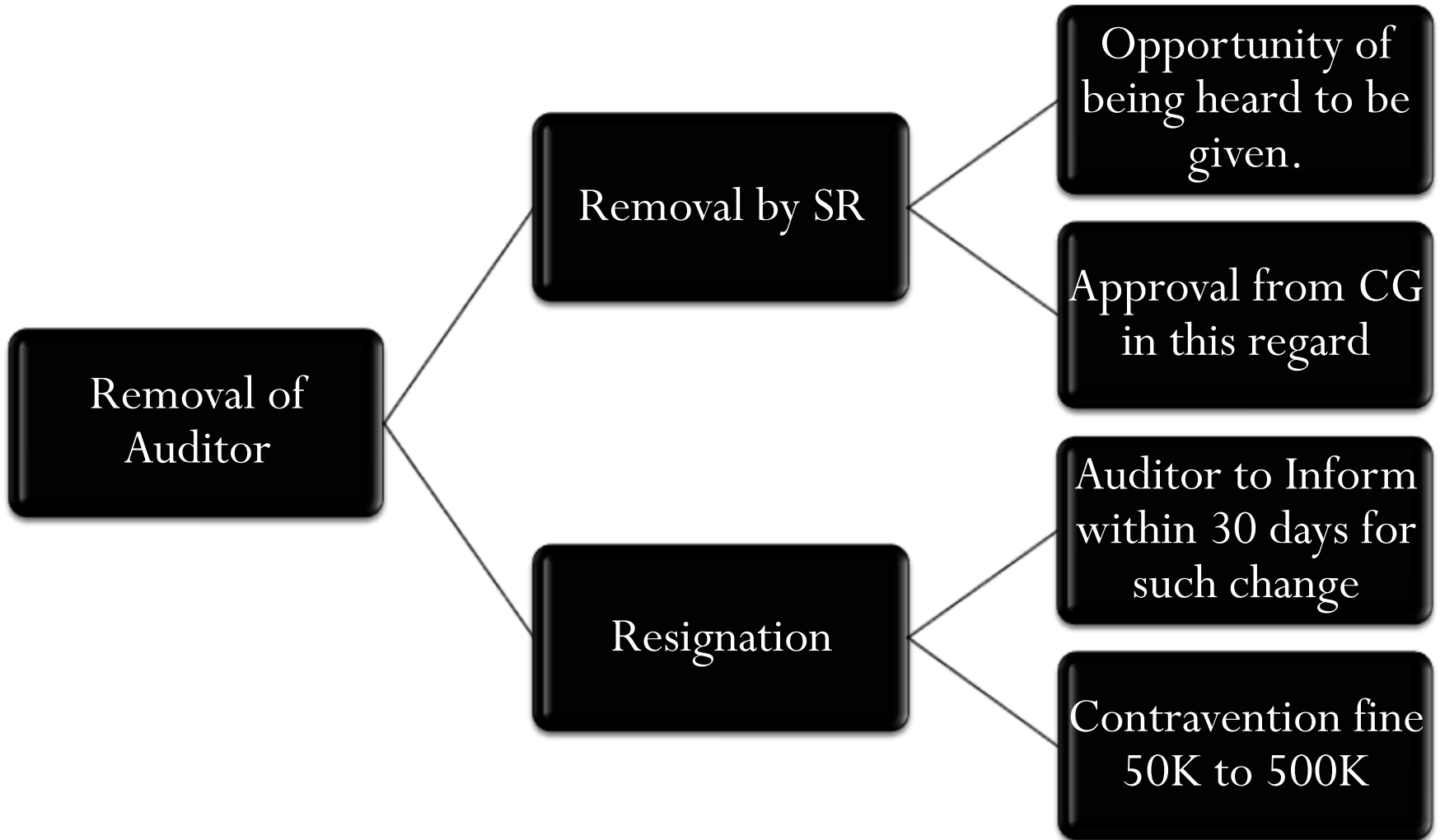
Auditor cannot provide following services “directly or indirectly” to the company or its subsidiary company namely:

- Accounting and book keeping services;
- Internal audit;
- Design and implementation of any financial information system;
- Actuarial services;
- Investment advisory services
- Investment banking services;
- Rendering of outsourced financial services
- Management services and
- Services prescribed under the rules
  - Transition period of 1 year given to fulfil.

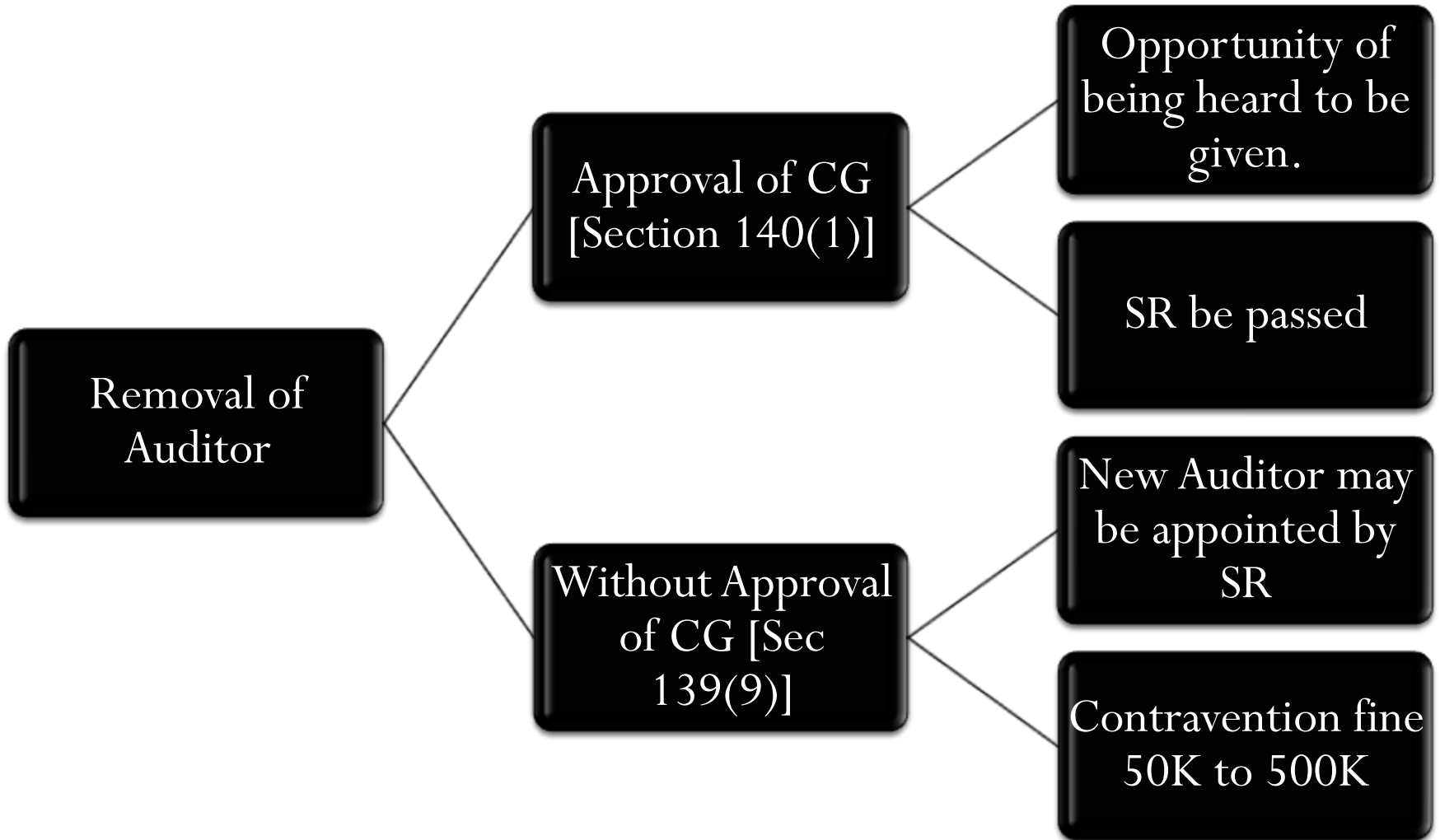
# Salient Features

Provisions relating to restrictions on non audit services modified to provide that such restrictions shall not apply to associate companies and further to provide for transitional period for complying with such provisions.

# Removal of Auditor



# Removal of Auditor



# Internal Auditor

- Appointment

Such class or classes of companies as may be prescribed need to compulsory appoint internal Auditor to conduct the internal audit of functions and activities of the company.

- Qualification

Internal Auditor shall either be a CA or cost accountant, or such other professional as may be decided by the BOD

# Auditor – Internal Control & Fraud

What does the companies Act,2013 says? (section 143)

- Auditor shall report that company **has adequate internal financial controls system in place and the operating effectiveness** of such controls
- If an auditor of a company, in the course of performance of his duties as auditor, has reasons to believe that an offence involving fraud is being or has been **committed against the company by officers or employees of the company, he shall** immediately report the matter to the **CG within 30 days**

# Auditor – Internal Control & Fraud

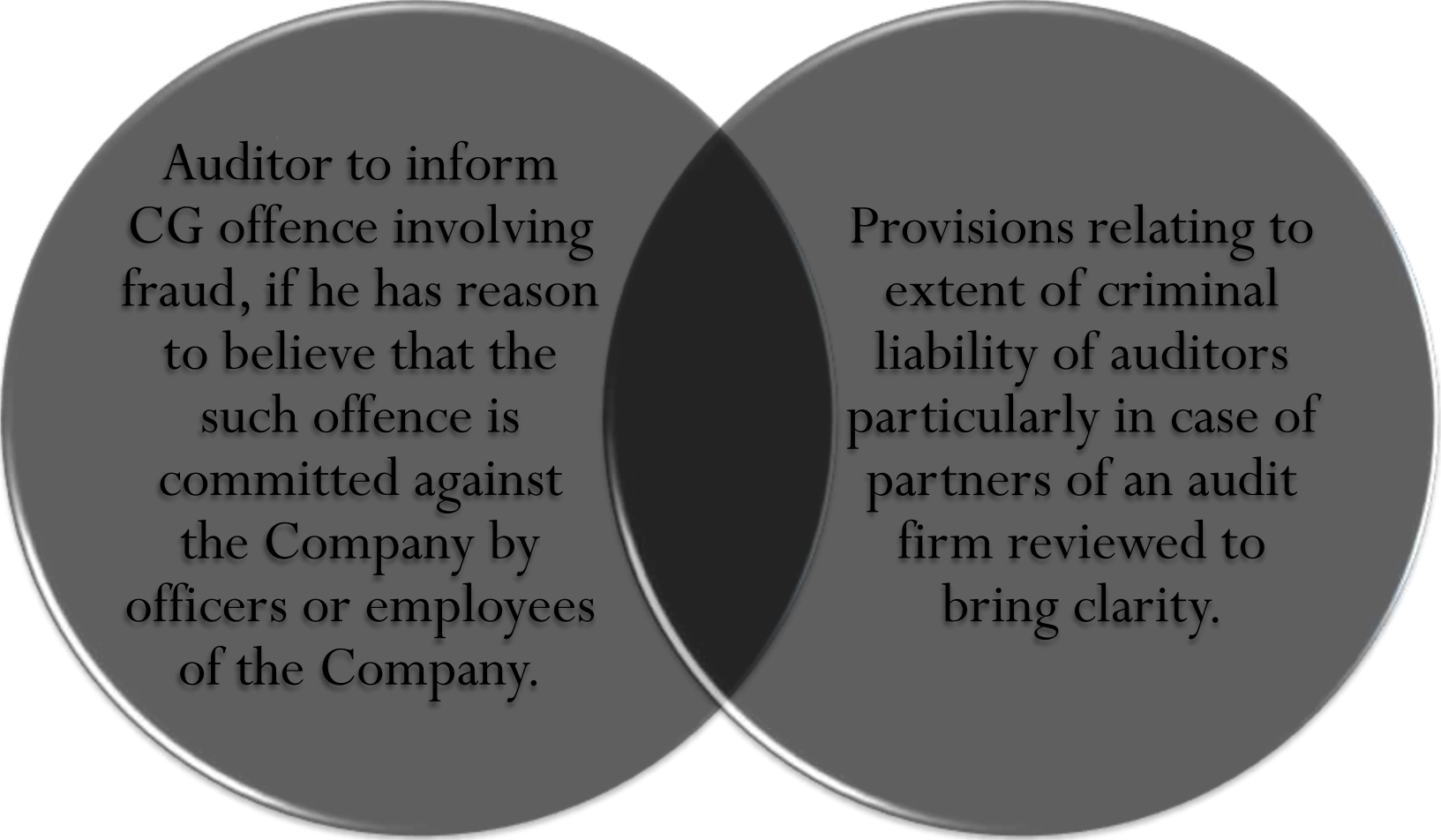
- Whether auditor **has sought and received the information / explanations which he** considered necessary for the purpose of audit
- Auditors duty relating to intimation of possible or actual fraud by or against the Company is new requirement;
  - As per Draft Rule 10.10 (2) it applies to:
    - Frequently happening fraud(s) Or
    - Impact of fraud being not less than 5% of Net profit or 2% of T/O of preceding FY
- For other frauds – auditor to report, in writing ,to AC or to Board where there is no AC



# Penal Provisions for Auditors

- **Companies Act, 2013 (Section no. 140) :**
- The Section gives very wide powers to the tribunal to take action against the auditor or the audit firm
- If the Tribunal is satisfied that the auditor of a company has, whether directly or indirectly, acted in a fraudulent manner or abetted or colluded in any fraud by, or in relation to, the company or its directors or officers, it may, by order, **direct the company to change its auditors**
- If the application is made **by the Central Government and the Tribunal is** satisfied that any change of the auditor is required, it shall within 15 days of receipt of such application, make an order that he shall not function as an auditor and the Central Government may appoint another auditor in his place

# Auditors responsibility increased



Auditor to inform CG offence involving fraud, if he has reason to believe that the such offence is committed against the Company by officers or employees of the Company.

Provisions relating to extent of criminal liability of auditors particularly in case of partners of an audit firm reviewed to bring clarity.

# Penal Provisions for Auditors

## Negligence

- Post NCLT/NFRA order, the auditor shall not be eligible to be appointed as an auditor of any company for a period of 5 years from the date of passing of order and shall also be liable for action u/s 447

## Contravention

- Minimum fine is Rs.25,000
- Maximum- Rs.5 Lac

## Wilful contravention with intention to deceit

- Monetary Fine – Rs 1 Lac to Rs 25 Lac
- Imprisonment up to 1 year
- Refund of fees
- Paying damages to aggrieved parties

# Comparative Analysis – Audit and Auditors

Particulars	Companies Act 2013	Companies Act, 1956	Impact/ Analysis
Auditors Appointment and re-appointment	<ul style="list-style-type: none"> <li>✓ At the first annual general meeting (AGM), an individual or a firm shall be appointed as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth AGM. After the expiry of term, there has to be a gap of 5 yrs for reappointment after every cessation</li> <li>✓ Appointment of first auditors for 5 years is subject to ratification in each AGM</li> <li>✓ Further in case of an Audit firm, no other firm which has a common partner to the other audit firm can be appointed as Statutory Auditors.</li> <li>✓ Members can approve rotation of audit partners and also appointment of joint auditors</li> </ul>	Board recommended the re-appointment of retiring auditors and retiring auditors could be re-appointed at the AGM	Change in the process and term of appointment and re-appointment of statutory auditors
Limited Liability Partnership (LLP) can act as an Auditor	The previous auditors shall continue as auditors till the adoption of next financials.	Authority transferred to CG	
Intimation to Registrar of Companies (ROC) and Duty of auditor's when they resign	<ul style="list-style-type: none"> <li>✓ Within 15 days of appointment in AGM</li> <li>✓ Onus on Company</li> <li>✓ Retiring auditor to file a statement with the ROC as well as the Company, within 30 days of resignation, indicating reasons and other facts that may be relevant with regard to his resignation</li> </ul>	<ul style="list-style-type: none"> <li>✓ Within 30 days of intimation</li> <li>✓ Onus on the auditors</li> <li>✓ No such provisions</li> </ul>	
Tribunal may direct company to change its Auditors	Section 140(5)- Provides that the Tribunal may, by order, direct the company to change its auditors on being satisfied that the auditors has acted in a fraudulent manner or abetted or colluded in any Fraud	Section 224(7) provided for removal of auditors before the expiry of their term, only with the prior approval of the Central Government	

# Comparative Analysis – Audits and Auditors

Particulars	Companies Act 2013	Companies Act, 1956	Impact/ Analysis
Rotation of Auditors	<p>Listed and other prescribed companies not to appoint or re-appoint</p> <ul style="list-style-type: none"> <li>• an individual auditor for more than one term of five years and</li> <li>• an audit firm for more than two terms of five consecutive years.</li> </ul> <p>Members of a company may resolve to rotate the audit partner every year.</p> <p>Provisions relating to voluntary rotation of auditing partner (in case of an audit firm) modified to provide that members may rotate the partner 'at such interval as may be resolved by members' instead of 'every year' proposed in the clause earlier.</p> <p>The limit of maximum number of companies, in which a person may be appointed as auditor is twenty.</p>	No such provision exists	
Auditors not to rendered certain services	<p><b>Section 144</b></p> <p>Auditor cannot render additional services to company, its holding company, subsidiary company of</p> <ul style="list-style-type: none"> <li>▪ Accounting and book keeping service; Internal audit;</li> <li>▪ Design and implementation of any financial information system;</li> <li>▪ Actuarial services;</li> <li>▪ Investment advisory services;</li> <li>▪ Investment banking services;</li> <li>▪ Rendering of outsourced financial services;</li> <li>▪ Management services; and</li> <li>▪ Any other kind of consultancy services.</li> </ul> <p>Provisions relating to restrictions on non-audit services modified to provide that such restrictions shall not apply to associate companies and further to provide for transitional period for complying with such provisions.</p>	No such provision exists	

# Comparative Analysis – Audits and Auditors

Particulars	Companies Act 2013	Companies Act, 1956	Impact/ Analysis
Auditing standards	Mandatory	No such provision exists	
Time bound filling up of Casual vacancy in the office of Auditors	Section 139(8)- Casual vacancy to be filled up by the Board within 30 days. If due to resignation, then by the Company in its meeting within 3 months from the date of recommendation of the Board and such auditor to hold office only upto the date of the next AGM	Section 224(6) - Casual vacancy to be filled up by the Board. If due to resignation, then by the members in their meeting	
Fraud by Auditors	Partner or partners of the audit firm and the firm shall be jointly and severally responsible for the liability, whether civil or criminal	No such provision	
Auditors' attendance at AGM proposed to be made obligatory	Section 146- provides that auditor shall, unless otherwise exempted by the Company, attend any general meeting, either by himself or through his Authorized representative who is qualified to be an auditor	Section 231- Provides for all notices of and other communication relating to general meeting of a company to be forwarded to the Auditor. The Auditor was thus entitled to but not obliged to attend any general meeting	Now mandatory to attend the GM
Internal Audit	Prescribed companies to have an Internal Auditor to conduct IA, who can be a CA or ICWA or such other professional as may be decided by the Board.	No such Provision	
Cost Audit	No approval of CG is required for appointment of Cost Auditor	CG Approval for appointment of Cost Auditor	Instead of company pertaining to any class of companies engaged in production, processing, manufacturing or mining activities,  The CG can only direct cost audit to be conducted in such class of companies engaged in the production of such goods or providing such services , which have the prescribed networth or turnover and who has been directed to include the particulars relating to the utilization of material or labour or to other items of cost as may be prescribed in their BOA

# Forms to be filed

## Form No ADT-1

- Appointment of Auditors
- Time Limit 15 days from the date of meeting in which Auditor is appointed

## Form No. ADT-2

- Application to CG for removal of Auditor before expiry of term

## Form No. ADT-3

- Compliance by Auditor after resignation
- Time Limit 30 days
- Fine of Rs. 50,0000 to Rs. 5,00,000

# Secretarial Audit

Applicable to Listed Companies &  
Others as may be specified

Audit Report to form part of the Board's  
Report

Reply to the  
Qualifications to be  
given in the Board's  
Report

Reporting on the  
part of compliance of  
the Act & Applicable  
Standards

Discharge other  
duties as may be  
casted

To be conducted by  
Practicing CS





To spend minimum  
amount on activities  
pursuant to CSR policy;

company having

- net worth of Rs. 500Cr or more,  
or
- turnover of Rs. 1000 crore or  
more or a net profit of Rs. 5  
crore or more
- to constitute a CSR Committee  
2% of average net profits of the  
previous three years will have to  
be spent on CSR with disclosure  
to shareholders about the policy  
adopted in the process, giving  
reasons on failure of  
implementation (Clause 135)

Committee to consist of atleast 3 directors out of which atleast 1 to be independent director;

Board's Report to disclose composition of CSR Committee;

CSR rules shall come into force on the date of their publication in the official gazette and shall be applicable from the financial year 2014-15;



Environmental  
Sustainability



Social  
Responsibility

To ensure that at least 2% of average net profit of last 3 preceding years is spent on CSR activities every year;

2% CSR spending would be computed as 2% of the average net profits made by the company during every block of three years. For the purpose of First CSR reporting the Net Profit shall mean average of the annual net profit of the preceding three financial years ending on or before 31 March 2014;



Environmental  
Sustainability



Social  
Responsibility

- Activities relating to:—
  - Eradicating extreme hunger and poverty;
  - Promotion of education;
  - Promoting gender equality and empowering women;
  - Reducing child mortality and improving maternal health;
  - Combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;
  - Ensuring environmental sustainability;
  - Employment enhancing vocational skills;
  - Social business projects;
  - contribution to the Prime Minister's National Relief Fund or any other fund set up by the Government

# Documents Maintenance (Section 88)

- Form No. MGT-1 (for Companies having share capital)
  - Registers of Members for each class of shares;
  - Register of Debenture Holders;
  - Register of any other Security Holders;
- Form No. MGT-2 (for Companies not having share capital)
  - Registers containing full details of Members;
  - Register of Debenture Holders;
  - Register of any other Security Holders;

(Existing Companies to comply with the requirements by 30<sup>th</sup> September, 2014)

# Documents Maintenance (Section 88)

- Form No. MGT-3 (for Companies having share capital and having foreign security holders or beneficial owners)
- Form No. MGT-4
  - Declaration in respect of beneficial interest in shares;
- Form No. MGT-5
  - Declaration in respect of beneficial interest in shares by registered owner;
- Form No. MGT-6
  - Declaration in respect of beneficial interest in shares by beneficial owner;

# Penalty for Contravention

- Company & Every officer of the company
  - Fine which shall not be less than **Rs.50,000/-** but which may extend to **Rs3,00,000/-** and
  - **Failure is a continuing one-** fine which may **extend to Rs.1000/- for every day**, after the first during which the failure continues

<u>Applicable Section</u>	<u>Existing Clause</u>	<u>Modification</u>	<u>Remarks</u>
<b>101</b>	Notice of Meeting: - 21 days clear Notice - Date and Place of Meeting - Statement of Business - To be Given to Members, Directors, Auditors, Other Concern Person.	Shall apply unless otherwise specified in respective sections or the articles of the company provide otherwise.	SS-2 needs to Comply
<b>102</b>	Explanatory Statement		
<b>103</b>	Quorum for Meetings		
<b>104</b>	Chairman		
<b>105</b>	Proxies		
<b>106</b>	Restriction on Voting Right		
<b>107</b>	Voting by Show of Hands		
<b>109</b>	Demand for Poll		
<b>117(3)(g)</b>	Resolutions to be filed with the ROC	Not Apply in Full	MGT-14 - Stopped



# Other Provisions

<u>Sr. No.</u>	<u>Provisions</u>	<u>Section / Rule</u>	<u>Limits</u>
1	Woman Director	Proviso 2 to Sec 149(1)(b) & Rule 3 of Chapter 11 Sec 149(2)	1. Listed Company 2. <u>Unlisted Public Company</u> <ul style="list-style-type: none"> <li>• <math>\geq</math> Paid up Capital of Rs. 100 Cr. <b>or</b></li> <li>• <math>\geq</math> Turnover of Rs. 300 Cr.</li> </ul> Transition Period of 1 Year
2	Independent Director	Sec 149(4) & Rule 4(1) of Chapter 11 Sec 149(5)	1. Listed Company 2. <u>Unlisted Public Company</u> <ul style="list-style-type: none"> <li>• <math>\geq</math> Paid up Capital of Rs. 10 Cr. <b>or</b></li> <li>• <math>\geq</math> Turnover of Rs. 100 Cr. <b>or</b></li> <li>• <math>&gt;</math> O/s. Loan, Deb &amp; Deposit of Rs. 50 Cr.</li> </ul> Transition Period of 1 Year
3	Audit Committee	Sec 177(1) & Rule 6 of Chapter 12 Sec 177(3)	1. Listed Company 2. <u>Unlisted Public Company</u> <ul style="list-style-type: none"> <li>• <math>\geq</math> Paid up Capital of Rs. 10 Cr. <b>or</b></li> <li>• <math>\geq</math> Turnover of Rs. 100 Cr. <b>or</b></li> <li>• <math>&gt;</math> O/s. Loan, Deb &amp; Deposit of Rs. 50 Cr.</li> </ul> Transition Period of 1 Year for Reconstitution

# Other Provisions

<u>Provisions</u>	<u>Section / Rule</u>	<u>Limits</u>
Vigil Mechanism	Sec 177(9) & Rule 6 of Chapter 12	1. Listed Company 2. Co. which accepts Deposits from Public <b>or</b> 3. Co. which have <b>borrowed money</b> from Banks & Financial Institution in excess of <b>Rs. 50 Cr.</b>
Nomination & Remuneration Committee	Sec 178 & Rule 6 of Chapter 12	1. Listed Company 2. <u>Unlisted Public Company</u> • $\geq$ Paid up Capital of Rs. 10 Cr. <b>or</b> • $\geq$ Turnover of Rs. 100 Cr. <b>or</b> • $>$ O/s. Loan, Deb & Deposit of Rs. 50 Cr.
Secretarial Audit Report	Sec 204 & Rule 9 of Chapter 13	1. Listed Company 2. <u>Unlisted Public Company</u> • $\geq$ Paid up Capital of Rs. 50 Cr. <b>or</b> • $\geq$ Turnover of Rs. 250 Cr.
Acceptance of Deposit from Public	Sec 76(1)	<u>Public Company</u> • $\geq$ Networth of Rs. 100 Cr. <b>or</b> • $\geq$ Turnover of Rs. 500 Cr.
Auditor's Rotation	Sec 139(2) & Rule 5 of Chapter 10	1. Listed Company 2. $\geq$ Unlisted Public Co – Pd. Cap of Rs. 10 Cr. or more 3. $\geq$ <b>Private Co</b> – Pd. Cap of Rs. 20 Cr. or more 4. $\geq$ All Co. having Public <b>Borrowing from Bank / FI / Public Deposit</b> of Rs. <b>50 Cr.</b> or more

# Other Provisions

<u>Provisions</u>	<u>Section / Rule</u>	<u>Limits</u>
Internal Audit	Sec 138 & Rule 13 of Chapter 13 Proviso to Rule 13	1. Listed Company 2. <u>Unlisted Public Company</u> • $\geq$ Paid up Capital of Rs. 50 Cr. <b>or</b> • $\geq$ Turnover of Rs. 200 Cr. <b>or</b> • $>$ O/s. Loan / borrowing of Rs. 100 Cr. @ any time in preceding FY <b>or</b> • $\geq$ O/s Deposit of Rs. 25 Cr. @ any point of time in proceeding FY <u>1. Private Company</u> • $\geq$ Turnover of Rs. 200 Cr. <b>or</b> • $>$ O/s. Loan / borrowing from Bank / FI of Rs. <b>100 Cr.</b> @ any point of time Transition period of 6 Months
Corporate Social Responsibility	Section 135	• $\geq$ Networth of Rs. 500 Cr. <b>or</b> • $\geq$ Turnover of Rs. 1000 Cr. <b>or</b> • <b>Net Profit of Rs. 5 Cr</b>
Key Managerial Personnel	Section 203	1. Listed Company; & 2. Public Companies having Paid up Share <b>Capital of Rs. 10 Cr.</b> or more

## **MEMBERS (SHAREHOLDERS)**

### **Following exclusive Power can be Exercise by Members:**

- To Appoint Director on the Board of Company.
- To decide terms of Articles of Association (AOA) of the Company.
- To Issue new Share / Securities.
- To decide about creation of Charge on the Assets of the Company
- To decide Borrowing of money exceeding Paid up capital and Free Reserves of the Company.
- To give loan, provide guarantee and / or Security in respect of loan of others or to make investment exceeding 60 % of Paid up capital and Reserves or 100 % of Reserves of the Company.
- Approve Related Party Transaction above certain threshold.
- Take decision for Change of Name of the Company.
- To decide business Object of the Company.
- To Approve decision of Merger, Amalgamation, Spin off and other important restructuring Corporate Decisions.
- Conversion of status of the Company.

# MGT-14 form to be filed

- To be filed by all the Companies;
- Interest of Directors to be taken in Form DIR-8 and Form MBP-1;
- Declaration to be obtained under Section 164(2) and Section 184(1) of the Companies Act, 2013.
- Noting of the same to be done by the Board in the First Board Meeting held at the beginning of the year;
- Time limit is 30days from the date of passing the resolution;
- **This has to be filed each year by all the Companies. Filing Requirements modified in Companies Act, 2015.**

# Compliances

- New Registers (Sec. 88)
- Annual Return (Sec. 92)
- Return for Change of Promoters stake (2 %) – Listed Co.
- Place of keeping Register and Return – with in India..
- Voting through Electronic means
- Adjourned Meeting
- Report on AGM (listed co. within 30 days – MGT-15)

Following Decision can be taken only by BOD:

- Issue of securities - whether in or outside India;
- Exercise power to **borrow** monies;
- **Invest** the funds of the company;
- **Grant loans** or give **Guarantee** or **Provide Security** in respect of loans;
- **Approve financial statement** and the **Board's Report**;

# Secretarial Compliances

- Authorised to take Policy decision
- Responsible for day to day operations / Regulatory Compliances.
- Limit on number of Director by Company – 15 (Increase with Spl Reso)
- Limit on Individual Directorship – 20 **Indian Companies**.
- Every Indian Company shall have **one Resident Director. (182 days)**
- Director **Resigning** from Position shall independently intimate MCA.
- Every Director **must Attend one Board Meeting** in a Year
- Participation of Director in BM through **video conferencing** allowed
- Declaration in form MBP-1, DIR-8 and DIR – 2 (Pre-requisit)
- Candidate of Directorship or other Member Shall introduce refundable deposit of INR 1,00,000/- (USD 1535) – for Private Co. Exempt

# Just to Recollect

- All Companies shall have **uniform Financial Year** (April – March).
- The Companies needs to **prepare Cash Flow statement** and statement about change in Share holdings.
- Audited Account Shall be Approved by Board and followed by Members within 6 Months from end of financial years.
- Account should be filed along with **Board of Directors Report** and **Auditors Report** and will be public document.
- The Company having Subsidiary / Associate Companies also needs to file **consolidated financial statement** and cash flow and to be filed with the MCA (on approval by members).
- Certain Companies shall file financials in XBRL form.
- Depreciation – **To re aline...**



# Certain Provisions

- Auditor – **Appointment by Members for 5 Years.**
- Certain size of Companies needs **Rotation** of Auditor, every 5 years.
- Auditor to follow Auditing standard in addition to Accounting standards. (All Partner of Audit firm–jointly liable - breach of duty)
- Auditor can not provide certain **Non Audit Services.**
- **Internal Auditor** Mandatory for certain size of Companies.
- **Cost Audit** – Mandatory for certain Industry.
- Auditor to **Report to Central Government** instances of Fraud.

## DIRECTORS REPORT (SEC. 134)

### CONTENTS

➤ <b>Financial Summary</b> (Preferably Standalone)	➤ Director <b>Responsibility Statement</b> .
➤ Detail of <b>Dividend</b> Proposed / Recommended	➤ Detail of Loan / <b>Investment</b> / Guarantees in terms of 186
➤ Detail of Amount Proposed to <b>transfer to Reserves</b> and Unclaimed amount to IEPF ( <b>Sec.125</b> )	➤ <b>Conservation of Energy</b> / Technology Absorption / Foreign Exchange inflow and outflow
➤ Description of Operation / <b>State of Company affairs</b> during the year	➤ Details of Director appointment and Changes if any (Optional)
➤ <b>Material Even taking Place after Financial Stat.</b> till signing of Report.	➤ Detail (No.) of <b>Board Meeting</b> of Directors
➤ Detail of Share Capital and Changes therein (Not Mandatory)	➤ Statutory Auditors and Auditors Report with or without <b>Qualification</b>
➤ Details of <b>Subsidiary / Associate / Joint Venture Company</b> .	➤ Details of Status of Public Deposits, if any.
➤ Financial Position of Subsidiary / Associate / Joint Venture Company	➤ Details of Significant orders passed by Tribunal / Court / regulatory body

## DIRECTORS REPORT

<ul style="list-style-type: none"> <li>➤ Steps taken for establishment of Internal Financial Control</li> </ul>	<p><b>Additional Details for Listed Companies / Big Companies</b></p>
<ul style="list-style-type: none"> <li>➤ <b>Statutory Details in terms of Rules like</b> – Private Placement, Swet Equity, Buy Back of Shares.</li> </ul>	<ul style="list-style-type: none"> <li>➤ Company Attracting 178 – Policy on Directors Appointment, incl. criteria of Independence etc...</li> </ul>
<ul style="list-style-type: none"> <li>➤ <b>Nomination and Remuneration Committee</b></li> </ul>	<ul style="list-style-type: none"> <li>➤ Details about Formal Annual Evaluation</li> </ul>
<ul style="list-style-type: none"> <li>➤ Statement of appointment of <b>Independent Director</b> and details.</li> </ul>	<ul style="list-style-type: none"> <li>➤ Detail of constitution and Meeting of Audit Committee</li> </ul>
<ul style="list-style-type: none"> <li>➤ Details of <b>Implementation</b> of Risk Management Policy</li> </ul>	<ul style="list-style-type: none"> <li>➤ Corporate Governance Certificate</li> </ul>
<ul style="list-style-type: none"> <li>➤ Attachment Secretarial Audit report (<b>MR-3</b>)</li> </ul>	<ul style="list-style-type: none"> <li>➤ Details about Vigil Mechanism</li> </ul>
<ul style="list-style-type: none"> <li>➤ <b>Extract of Annual Return</b> - Form MGT-9 {Sec. 92 (3)}</li> </ul>	<ul style="list-style-type: none"> <li>➤ Recommendation of Audit Comm. Not accepted by Board.</li> </ul>
<ul style="list-style-type: none"> <li>➤ RPT Transaction - <b>Form AOC -2</b></li> </ul>	

## DIRECTORS RESPONSIBILITY STATEMENT

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed ... ;*
- (b) accounting policies and applied them consistently ...*
- (c) had taken proper and sufficient care for the maintenance of adequate accounting records ...*
- (d) accounts on a going concern basis; and*

*(e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.*

*Explanation.—For the purposes of this clause, the term “internal financial controls” means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information;*

*(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.*

## INVESTOR PROTECTION

- Detailed disclosure in the Directors Report.
- Detailed Disclosure in Annual Return ; (No. of meeting attended by each Director, Remuneration Paid to each KMP, details of Penalties attracted to Company and each Directors etc.)
- All regulatory filing to be Certified by Independent Professional.
- Class Action Suit.
- Secretarial Audit (including Secretarial Standards to be followed).
- Minority buy out (if not consented to merger etc).
- Small Share holder Director.
- Entrenchment Provisions in Articles of Association.
- Investor Education Protection Fund – strengthened.

<u>Applicable Section</u>	<u>Existing Clause</u>	<u>Modification</u>	<u>Remarks</u>
180	<ul style="list-style-type: none"> <li>- to sell, lease or otherwise dispose of undertaking of the company</li> <li>- to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;</li> <li>- to borrow money (exceed paid-up capital + free reserve)</li> <li>- to remit, or give time for the repayment of, any debt from a director</li> </ul>	Shall not apply	
184 (2)	In BM interested Director can not Participate and Vote.	the interested director may participate in such meeting after disclosure of his interest.	
188	Interested Members can not participate and vote in the RPT.	Members can vote.	

<u>Applicable Section</u>	<u>Existing Clause</u>	<u>Modification</u>
185	Loan to directors, etc.	<p>Shall not apply to a private company -</p> <p>(a) in whose share capital no other body corporate has invested any money;</p> <p>(b) if the borrowings of such a company from banks or financial institutions or any Body corporate is less than twice of its paid up share capital or fifty crore rupees, whichever is lower;</p> <p>and</p> <p>(c) such a company has no default in repayment of such borrowings subsisting at the time of making transactions under this section.</p>

<u>Applicable Section</u>	<u>Existing Clause</u>	<u>Modification</u>
196(4)	<p><u>Section 196(4):-</u> (section 197 and Schedule V)</p> <p>A MD or WTD or Manager Terms and Condition to be approved by –</p> <ol style="list-style-type: none"> <li>1. Board of Directors and</li> <li>2. Members and</li> <li>3. Central Government</li> </ol> <p>Terms and conditions of appointment to be Circulated to Members</p> <p>MR-1 to be filed.</p>	Shall NOT apply
196 (5)	If not appointed Act done is valid	Now redundant.



# Provision Related To Company's Stationery

- As per the Companies Act , 2013 the Companies are required to get the following **items printed in all its business letters, billheads, letter papers, letter heads and in all its notices and other official publications** from 01/04/2014 ;
- Name of the company,
- Address of the company's registered office,
- **Corporate Identity Number,**
- Telephone number,
- Fax number(if any),
- E- mail addresses,
- Website addresses (if any);

## **EXISTING DEPOSITS (Reporting & Repayment)**

### **DO YOU KNOW??**

**COMPANIES ACT, 2013 has been implemented w.e.f 1 April, 2014**

**&**

**1st time bound form under Companies Act, 2013 may be DPT- 4**



## **EXISTING DEPOSITS (Reporting & Repayment)**

**If Section 74 skips  
Company's attention...**

**Then it may create  
first serious default  
under CA 2013  
putting Company,  
Directors, OIG and  
Auditors in trouble**



## EXISTING DEPOSITS (Reporting & Repayment)

Now as per S- 2(31)  
term

**Deposit** 'includes any receipt of money by way of deposit or loan or in any other form by a company , but does not include such categories of amount as may be prescribed in consultation with the Reserve Bank of India'



# What is Deposit

- Share Application Money;
- Advances for Supply of goods;
- Selected Loans;



# NO PERMISSION FOR FILING

- System does not permit use of Digital Signature in case of certain Directors;
  - Defaulting in filing of Annual Filings of other companies;
  - Automatic removal of defaulting status on completions of filing of other companies;
  - Message will be displayed on filing;

# DO'S AND DON'T'S FOR EFILING

- DIN is mandatory for e-filing of documents. All Companies to update DIN details of the Director;
- Digital Signature is mandatory. The same to be registered;
- Check Master Data before filing any documents;
- Don't wait for the last days to upload the documents;
- Don't fill up the forms in hurry.
- No option of filing revised forms;
- Don't forget to pay the filing fees before the expiry date of the challan. Non payment of fees liable for cancellation of transaction

# STEPS FOR E-FILING











- Select Category to download e-Form for respective services;
- Help Menu available with all forms for filing;
- Fill the downloaded form. Mandatory details are marked in red asterik (\*);
- Attach the required documents duly scanned or converted into PDF;
- Use various inbuilt utilities like “PREFILL” and complete the form by clicking on “CHECK” and “PRE-SCRUTINY” options;
- Save the form, Upload the Form and pay the Fees.



# OTHER REQUIREMENTS OF FILING

- Document to be scanned in PDF;
- Size of the File not to exceed 2.5MB along with attachments. Option to file “Additional Attachment Sheet” in Form 23AC;
- **Registered** Digital Signature mandatory for filing;
- Annual Filing Fees to be paid;
- Levy of Additional Fee after the filing in due date;
- Payments to be made online;
- Pre-Scrutiny of Forms necessary;
- Duplicate Filing or Revised Filing not permitted;

# BOUQUET OF SERVICES UNDER MCA

	ABOUT MCA	ACTS & RULES	MCA SERVICES	STATISTICS & REPORTS	CONTACTS	HELP & FAQs
<b>DSC Services</b>		<b>LLP Services</b>		<b>Company Services</b>		<b>Investor Services</b>
Acquire DSC		Check LLP Name		Check Company Name		Track SRN / Transaction Status 
Register DSC		Find LLPIN		Find CIN		Enquire Fees
Update DSC		LLP Forms Download		Incorporation		Pay Fees (NEFT, Miscellaneous, Stamp Duty) 
Verify Digitally Signed Certificate		Instruction Kit		Compliance Filing		Pay Later 
<b>DIN Services</b>		Incorporation		Approval Services		Track Payment Status
Get DIN Application		Annual e-Filing for LLP		Change Company Information		View Director / Designated Partner Details 
Track DIN		Change of Company to LLP		Charge Management		View Public Documents
Enquire DIN Approval Status		Change LLP Information		Informational Services		Feedback / Suggestions
Verify DIN PAN Details of Director		Close LLP		Close Company		Request for Scanning of Document 
<b>Master Data</b>		<b>e-Filing</b>		<b>Complaints</b>		Get Certified Copies
View Company or LLP Master Data		Company Forms Download		Create Service Related Complaint		Transfer Deed 
View Index of Charges		Annual e-Filing Guidelines		Track Service Related Complaint Status		Verify Partners Details 
View Signatory Details		Download Submitted Form for resubmission 		Create Investor Complaint		Migrated LLP Partner Details 
View Companies/Directors under Prosecution		Check Filing Status		Track Investor Complaint Status		Address for sending physical copy of G.A.R. 33

# STATISTICAL DATA VIEW OPTIONS

The screenshot displays the MCA21 website interface. The browser address bar shows 'mca.gov.in/MinistryV2/masterdatareport.html'. The website header includes the Government of India logo and the text 'REGULATOR • INTEGRATOR • FACILITATOR • EDUCATOR'. The main navigation menu is highlighted on 'STATISTICS & REPORTS'. A dropdown menu is open, listing various categories under 'Statistics' and 'Reports'. The 'Statistics' dropdown includes: Company Master Data & Index of Charges, NBFC, Chit Fund Companies, Plantation Companies, Companies incorporated for charitable purposes, List of Disqualified Directors, and Monthly Information Bulletin. The 'Reports' dropdown includes: Annual Reports, Corporate Growth, Nidhi Companies, MUM Companies, Vanishing Companies, Other Reports, Monthly Summary of MCA, Monthly MCA News Letter, Entities Incorporated/Registered, and Archive. The background shows a sidebar with 'Statistics' and 'Reports' sections, and a main content area with a 'Company Master Data' section.

# VARIOUS CONTACT LINKS ENABLED

STATISTICS & REPORTS CONTACTS HELP & FAQs

## CONTACTS



Need to contact us? Visit these pages to know key MCA contacts and how to reach them.

- Minister of Corporate Affairs
- MoS. for Corporate Affairs
- List of Officials at Head Quarters
- Regional Directors
- Registrar of Companies
- Official Liquidators
- Cost Audit Branch (CAB)
- Nodal Officers
- Liaison Office for SC/ST/OBC
- Staff Grievance Officer
- Contact us

# HELP MENU OPTIONS

XBRL	Refund	Annual e-Filing
XBRL eForms	Pay Later	PDF Conversion
e-Filing	Verify Payment	Register DSC
One Person Company	eStamp	Prerequisite Software for e-Filing
User Registration	Rates of Stamp Duty	FAQs on LLP
Other Services	SMS Alerts	List of Authorised Banks
System Requirements	NEFT	List of CFC's
DIN Process	Corporate Bank Account	Other Important Information
Digital Signature Certificate	Instruction Kit	
Payment		

# CONTACT DETAILS CHANGED

mca.gov.in/MinistryV2/hd.html

[Corporate Seva Kendra](#) [Forms & Downloads](#) [Sitemap](#) [Login/Register](#)

हिन्दी

Type here to Search...



A+

A-



Ministry of Corporate Affairs

Government of India

EMPOWERING BUSINESS, PROTECTING INVESTORS

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[MCA SERVICES](#)

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[CONTACTS](#)

[HELP & FAQs](#)

[Corporate Seva Kendra](#)

[Home](#) > [Corporate Seva Kendra](#)

## Corporate Seva Kendra

For any query relating to Company's Registration, e-Filing, View Public Document(VPD), please contact

Corporate Seva kendra : 0124-4832500

Email: [appl.helpdesk@mca.gov.in](mailto:appl.helpdesk@mca.gov.in)

For any query relating to DIN Cell, please contact

DIN Cell : 9259720983 (3 Lines)

# TYPE OF REGISTRATIONS ON MCA

**Get Connected!**

User ID \*:

Password \*:

Category \*:

Use Certificate

Enter Character

- Select--
- Business User
- External Agency User
- PFO / TFO User
- Registered User
- CFC User
- MCA employee
- Bank Nodal Administrator
- Bank official

\*Mandatory Field

# Important Services available online

- Viewing and Downloading of Public Documents;
- Obtaining Certified copies of the Documents required;
- Viewing Signatories of the Company;
- Viewing the Prosecution and default status of the Directors;
- Lodging Complaints online on the Company and its Directors;
- Tracking the status of the complaints filed;
- Checking the Names Available for Incorporation of Company/LLP and Trade Mark verification online;



# Important Services available online

- Finding CIN of the Company;
- Viewing of Master Data and Index of Charges;
- Enquiring Fees for the Filing of documents online;
- Verification of the status of payments made online for payments submitted through other modes of payments;
- Track the status of the documents filed online;
- Submission of replies to the query raised by the MCA officers online;
- Request for scanning of documents not available online;

# SERVICES FOR COMMON PUBLIC

- Tracking of Payment Status;
- CIN Number of the Company;
- Checking of Name Availability of Company and LLP;
- Index of Charges;
- Master Data;
- Transaction Status at PFO filed documents;
- Filing of Complaints;
- Verification of DIN and PAN details of the Director;
- Fees for filing various documents;
- Public Search of Trade Marks linked to MCA webportal.

# Secured Services

Services

eForms

My Documents

## You can avail the following services:

- Track Transaction Status
- Companies/LLPs in which a person is/was a director/Designated Partner
- Request for document of a company that is not available in the electronic repository
- Transfer Deed
- View Public Documents
- Get Certified Copies
- Track Complaint Status
- Track Payments Status
- Find CIN/GLN/LLPIN
- Enquire Fee
- Prescrutiny
- Resubmission
- Find Name Approval Reference Number
- Enquire DIN Approval Status
- View Index Of Charges
- View Company/LLP Master Data
- Apply For Company Name Renewal
- Link Nft Payment
- Check Company or LLP Name
- Verify Payment
- Migrated LLP Partner Details
- View form11 screen sm details

# Systems requirements

- Computer with Windows 2000/ Windows XP/ Windows Vista/ Windows 7/ Window 8 installed.
- JRE (Java Runtime Environment)
- Internet connection to access the MCA website
- Adobe Reader from version 7.5 to version 10.1.4 to download and fill the e-form
- Scanner for scanning paper attachments
- Printer for printing Bank Challan or Service fee payment receipt
- Pop-ups from MCA21 Portal must be enabled in your browser

## **Digital Certificates( SHA2) required equipments (hardware and software):** **NEW**

- Windows XP ( SP3 )/ Windows Vista/ Windows 7/ Windows 8 installed.
- JRE 6u30 (Java Runtime Environment)

# OTHER REQUIREMENTS OF FILING

## **Important Message** NEW

---

All users using below mentioned services on MCA21 are required to have Windows XP ( SP3 )/ Windows Vista/Windows 7/Windows 8 and JRE 6u30 updated version 30 installed on their machine -

- Any user logging on MCA21 using a DSC
- Any existing registering/updating a DSC
- Any new user registering using a DSC

Download JRE 6u30 updated version 30 from the following link  
**Click here to download**

This is required as part of the interoperability initiative of the Controller Of Certifying Authorities, India (CCA),for enhancing security for Digital certificates.

# COMMON ERRORS IN E-FILING

- Payment of Challan not done before the expiry date;
- Duplicate Payments;
- Verification of Status after e-filing;
- Inspection of Public Documents;
- Use of outdated version of Form;
- Modify or Sign numerous times increases the size of forms;
- Uploading e-Form in case of Resubmission or Mistaking resubmission of forms as rejected;
- Incorrect particulars in the e-Form;
- Using older versions of Adobe and Java.

# Transaction status of your SRN 'Required Resubmission'

- Resubmit the Form by rectifying defects;
- Ensure that the same is submitted before 'DUE DATE'
- Failure to Resubmit before due date, form will be rejected and new form to be filed afresh with Additional Fee

# Transaction status of your SRN "Waiting For User Clarification"

- E-File Form 67 for defects
- Ensure that the same is submitted before 'DUE DATE'
- Failure to Resubmit before due date, form will be rejected and new form to be filed afresh with Additional Fee



# Transaction status of your SRN 'Defective ' or 'Invalid and NTBR'

- File Fresh Form with payment of Fresh Fee and Additional Fees.
- SRN Status- Pending for Approval under Regulation 17(6)- Wait for the requisite Approval.

# PRECERTIFICATION OF FORMS

- INC-21, INC-22, INC-28, PAS-3, SH-7, CHG-1, CHG-4, CHG-9, MGT- 14, DIR-6, DIR-12, MR-1, MR-2, MSC-1, MSC-3, MSC-4, GNL-3, ADT-1, NDH-1, NDH-2, NDH-3;
- Applicable to all Companies other than OPC and Small Companies;
- To be certified by CA, CS or ICWA member holding COP;

(Notification dated 28/04/2014)

# PRECERTIFICATION OF FORMS

- GNL-1 - optional pre-certification by the Chartered Accountant or the Company Secretary or as the case may be the Cost Accountant, in whole-time practice;
- DPT-3 - certification by Auditors of the company;
- MGT-10-certification by a Company Secretary in whole-time practice;
- AOC-4- certification by a Chartered Accountant in whole-time practice;
- E-form DIR-3 shall be filed along with attestation of photograph, identity proof and proof of residence of the applicant by the Chartered Accountant or the Company Secretary or as the case may be the Cost Accountant, in whole-time practice.

# IDENTIFICATION OF FORMS

Sl no	Chapter No	Particulars of chapter	Form no start with	remarks
01	II	INCORPORATION OF COMPANY AND MATTERS INCIDENTAL THERETO	INC	Alphabet followed by numeric number
02	III	PROSPECTUS AND ALLOTMENT OF SECURITIES	PAS	
03	IV	SHARE CAPITAL AND DEBENTURES	SH	
04	V	ACCETANCE OF DEPOSIT BY COMPANIES	DPT	
05	VI	CHARGES	CHG	
06	VII	MANAGEMENT AND ADMINISTRATION	MGT	
07	VIII	DECLARATION ANY PAYMENT OF DIVIDEND	DIV	
08	IX	ACCOUNTS OF COMPANIES	AOC	
09	X	AUDIT AND AUDITORS	ADT	
10	XI	APPOINTMENT AND QUALIFICATIONS OF DIRECTORS	DIR	
11	XII	MEETINGS OF BOARD AND ITS POWERS	MBP	

# IDENTIFICATION OF FORMS

Sl no	Chapter No	Particulars of chapter	Form no start with	remarks
12	XIII	APPOINTMENT AND REMUNERATION OF PERSONNEL	MR	
13	XXI	COMPANIES AUTHORISED TO REGISTER UNDEDR THIS ACT	URC	
14	XXII	COMPANIES INCORPORATED OUTSIDE INDIA	FC	
15	XXIV	REGISTRATION OFFICES AND FEES	GNL	
16	XXVI	NIDHIS	NDH	
17	XXVIII	SPECIAL COURT	MAC	
18	XXIX	MEMORANDUM OF APPEAL	ADJ	
19	XXIX	MISCELLANEOUS	MSC	

# NOMENCLATURE OF FORMS

<b>S. No.</b>	<b>New form no.</b>	<b>Purpose of form</b>	<b>Old form</b>
1	GNL.1	Form for filing an application with Registrar of Companies	61
2	GNL.2	Form for submission of documents with Registrar of Companies	62
3	CG.1	Form for filing application or documents with Central Government	65
4	GNL.3	Particulars of person(s) or director(s) or changed or specified for the purpose of section 2(60)	1AA
5	MGT.6	Form of return to be filed with the Registrar	22B
6	RD.1	Form for filing application to Regional Director	24A
7	RD.2	Form for filing petitions to Central Government (Regional Director)	24AAA

# ANNUAL FILINGS

## FORM AOC-4/AOC-4 CFS

- BS of Companies
- PL of Companies

## Form MGT-7

- Annual Return of Companies having Capital

## Form MGT-14

- Board Resolution for MBP-1, DIR-2
- Board Resolution for Adoption of Accounts

# ADDITIONAL REQUIREMENTS IN MGT-7

- Details of Principal Business Activities;
- Particulars of Holding, Subsidiary, Joint Venture & Associate Companies;
- Break up of Indebtedness to be given;
- Details of Turnover & Net worth;
- Break up of Shareholdings in the required format;
- Details of Board and Committee meetings including the details of their attendance, remuneration given etc;
- Information relating to certifications and filing of forms with MCA Portal during the year;



# ADDITIONAL REQUIREMENTS IN MGT-7

- Penalty & Punishment to Directors;
- Details of Compounding of Offences;
- Certification that
  - The Return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
  - (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

# Additional Information Particulars of Form AOC-4

- Details of Directors with their Particulars DIN and signing of financials in tabular format;
- Details of Subsidiary Companies;
- Information about Auditors with Membership No and FRN of the signing partner;
- Merged into Single form for Balance Sheet and Profit and Loss Account. Schedule III of the Companies Act, 2013 needs to be followed;
- CSR information, related party transactions information to be given with details of compliance;
- Authority of signing only to PCS

# Additional Information Particulars of Form AOC-4

- Auditors remarks with clarification by the management against the qualification to be given. Tabular format details introduced;
- CARO, 2015 compliances to be given if CARO is applicable.
- Information about Secretarial Audit to be given;
- To be signed and certified by the Director with certification from the Practising Professional

# ANNUAL FILINGS

## FORM 23AC/ACA XBRL

- BS of Companies
- PL of Companies (to be filed by selected companies)

## Form 21A

- Annual Return of Companies having NO Share Capital'''

# XBRL ANNUAL FILINGS

- Companies listed in Stock Exchanges in India and their Indian Subsidiaries;
- Companies having paid up capital of Rs5 Crores or more;
- Companies having turnover of Rs. 100 Crores or more;
- All Companies who were required to file statement in XBRL for FY 2010-11 onwards;
- Exemptions granted to Banking, Power, NBFC and Insurance Companies till further notice.
- MCA Circular No. 16/2012 dated 6.7.2012 to be referred.

## Concept of Dormant Company



- Company is formed and registered under this Act for a future project or to hold an asset or intellectual property and has no significant accounting transaction, such a company or an inactive company may make an application to the Registrar for obtaining the status of a dormant company.

# Forms to be filed for Dormant Companies

**MSC-1**

- Application for Status as Dormant

**MSC-3**

- Return of Dormant Companies

**MSC-4**

- Application for Conversion of Status into ACTIVE

# Other Annual Filing Forms

## Form CRA-4

- Form for filing of Cost Audit Report with CG

## Form DPT-3

- Return of Deposits

## Form INC-5

- OPC – Intimation of exceeding threshold limit

## Form FC-4

- Annual Return by Foreign Company

## Form 5INV

- Statement of Unclaimed and Unpaid Amounts



# Other Annual Filing Forms

**Form MGT-15  
(by Listed  
Companies)**

- Form for filing Report on AGM

**Form AOC-5**

- Place for maintenance of records by the Company

**Form MGT-10  
(by Listed  
Companies)**

- Change in the Shareholding position of promoters and top ten shareholders

# Disqualification of directors

**DIR-8**

Information by  
Director about  
Disqualification  
u/s 164(2)

**DIR-9**

Information by  
Company to  
Registrar about  
Disqualification

Time Limit 30  
days

**DIR-10**

Application for  
Removal of  
Disqualification

# Structure of Filing Fees & Additional Fees

## The Companies (Registration offices and Fees) Rules, 2014

Normal fee applicable

Nominal Share Capital	Fee applicable
Less than 1,00,000	Rupees 200 per document
1,00,000 to 4,99,999	Rupees 300 per document
5,00,000 to 24,99,999	Rupees 400 per document
25,00,000 to 99,99,999	Rupees 500 per document
1,00,00,000 or more	Rupees 600 per document

Additional fee applicable

Period of delays	All forms
Up to 30 days	2 times of normal fees
More than 30 days and up to 60 days	4 times of normal fees
More than 60 days and up to 90 days	6 times of normal fees
More than 90 days and up to 180 days	10 times of normal fees
More than 180 days	12 times of normal fees

# Seven Punishments

## Section 447

- Punishment for fraud
- Penalty upto the fraud amount extendible upto 3 times;
- Imprisonment not less than 6 months extendible upto 10 years

## Section 448

- **Punishment for false statement. Includes Attestation & Certification**
- Penalties on the lines of Section 447

## Section 449

- **Punishment for false evidence**
- Fine upto Rs. 10 Lakhs;
- Imprisonment not less than 3 years extendible upto 7 years

# Seven Punishments

## Section 450

- **Punishment where no specific penalty or punishment is provided**
- Fine extendible upto Rs. 10000/- for first time and subsequent contravention Rs. 1000/- per day;

## Section 451

- **Punishment for Repeated Defaults**
- if a company or an officer of a company commits an offence punishable either with fine or with imprisonment and where the same offence is committed for the second or subsequent occasions within a period of three years, then, both shall be punishable with twice the amount of fine for such offence in addition to any imprisonment provided for that offence

## Section 452

- **Punishment for wrongful with-held of Property**
- Fine Rs 1 Lakh extendible upto Rs. 5 Lakhs;
- Imprisonment extendible upto 2 years

## Punishment for improper use of “Limited” or “Private Limited”

- Section 453
  - if any person or persons trade or carry on business under any name or title, of which the word “Limited” or the words “Private Limited” or any contraction or imitation thereof is or are the last word or words, that person or each of those persons shall, unless duly incorporated with limited liability, or unless duly incorporated as a private company with limited liability, as the case may be, punishable with fine which shall not be less than Rs. 500 but may extend to Rs. 2500 for every day for which that name or title has been used.
- Thus, only companies incorporated under the Act, shall use the words “Limited” or “Private Limited” in the trade name.

# Security Settings for Internet Explorer

- CCA and TCS-CA certificates to be installed. If not installed can be downloaded from the following link.

<http://www.tcs-ca.tcs.co.in/index.jsp?link=html/chaindownload.html>

- Click on Tools>Internet Options>Security
- Click “Internet” and change the Security Settings to “Medium”;
- Click “Custom Level” Button.
- Enable the “Download Signed ActiveX controls” Option;
- Enable the “Run ActiveX controls and Plugins” Option.

# Use of Proper Software

- In MCA21 e-filing process we require Adobe Reader Software version 9.01 for preparing forms for e-filing and to upload these forms we need a Java Software.
- Normally we get stuck while filing of e-form under MCA21 due to improper version of these softwares.



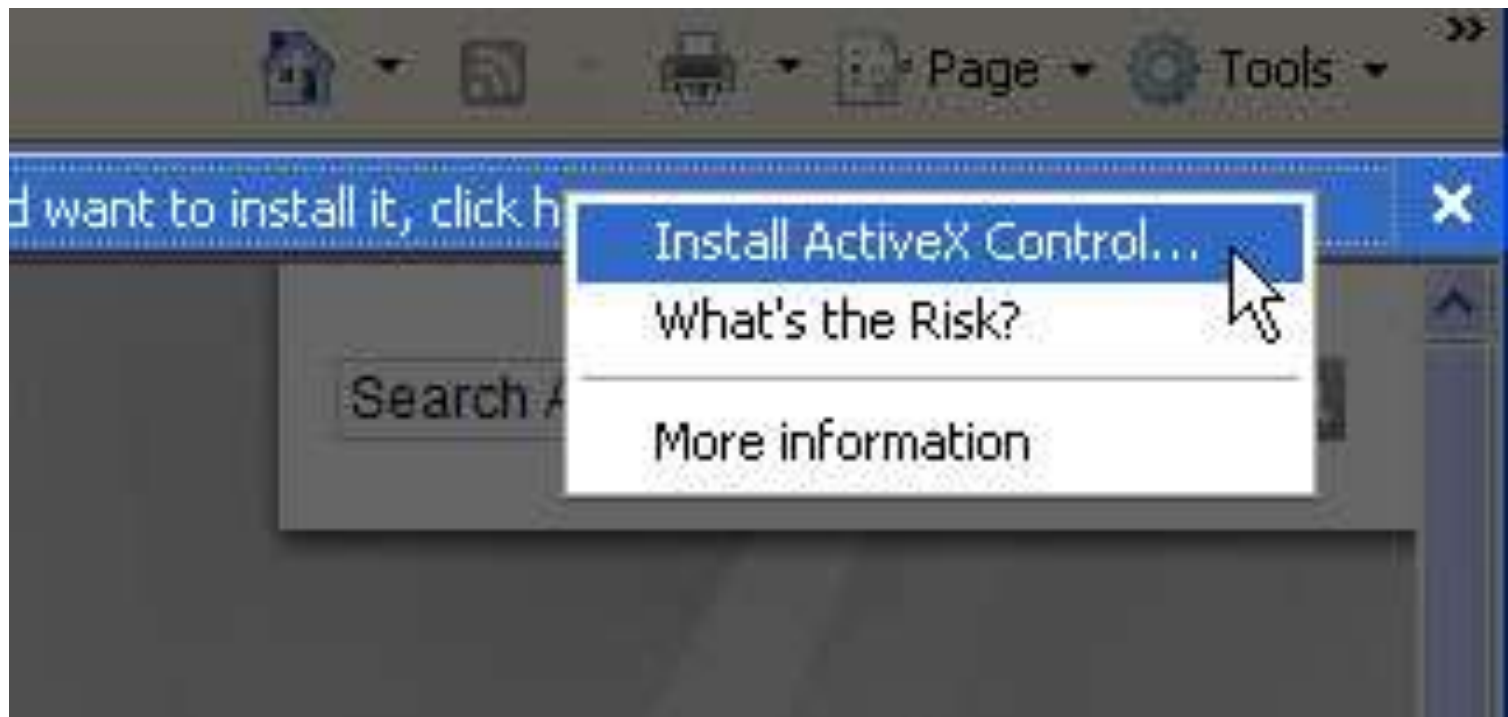
# How to Solve Problem of “Active X Control”

- Depending on your security settings, you may see a warning at the top of your browser while using some of the services of MCA21, specifically when you want to use Digital Signature Certificate.

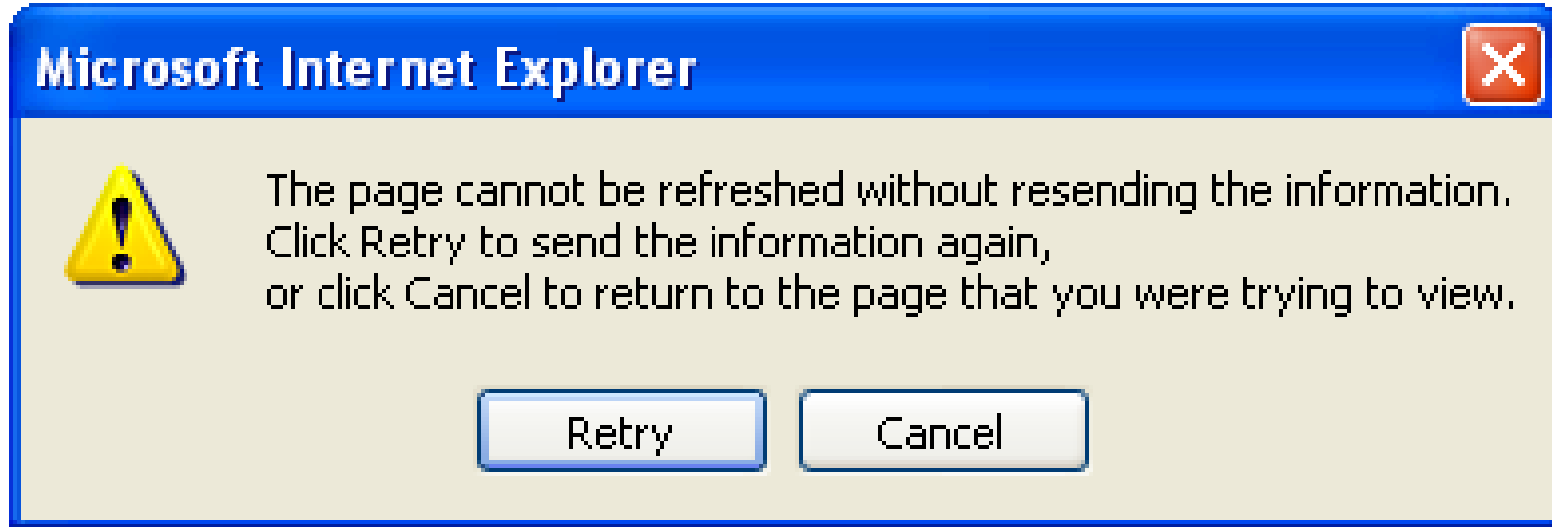


**Active X Control  
Warning**

- If this happens, select the “Click here” link and choose “Install ActiveX control”.



- Click “Retry” to proceed further.



**•You will be redirected to a page where you were once the download and installation is complete. Installation should take less than a minute with a broadband connection.**

- But, if it gives following error message, you have to change your security settings to allow download of Active X Control component.

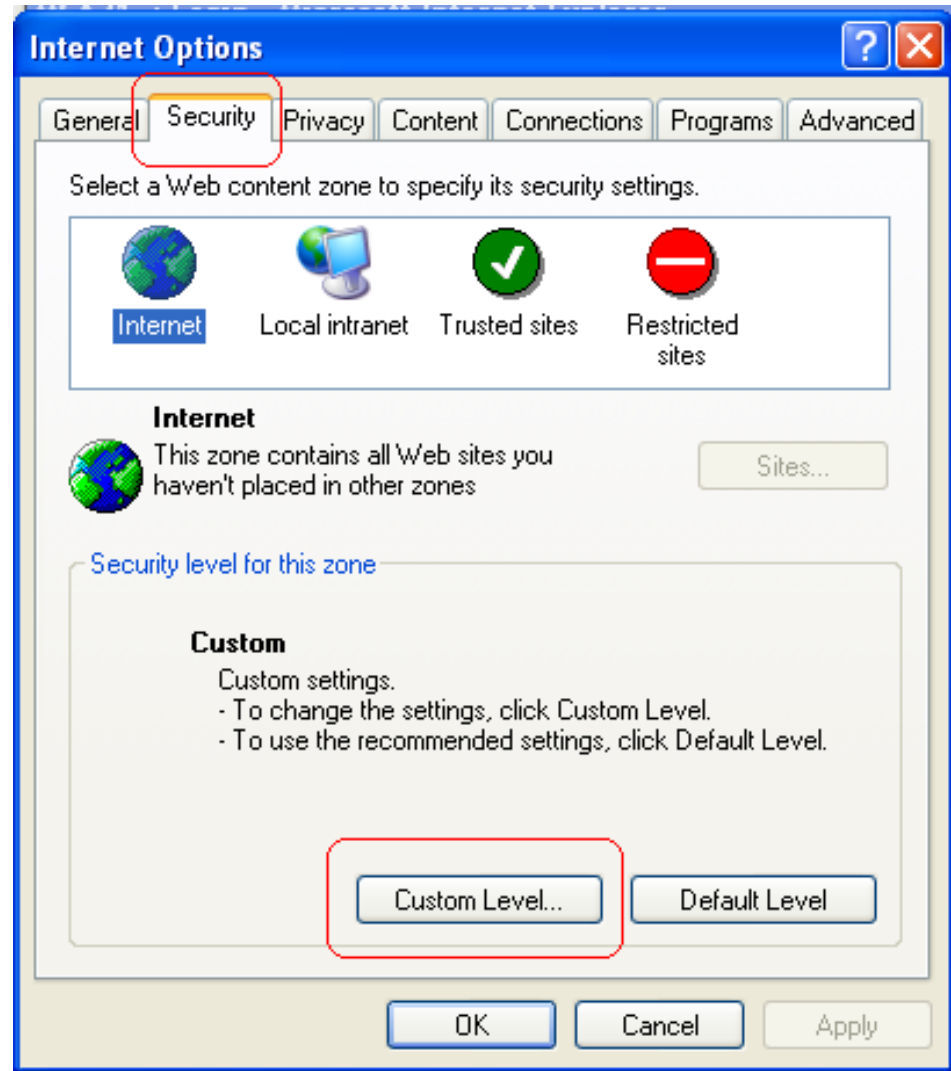


# Change of Security Settings

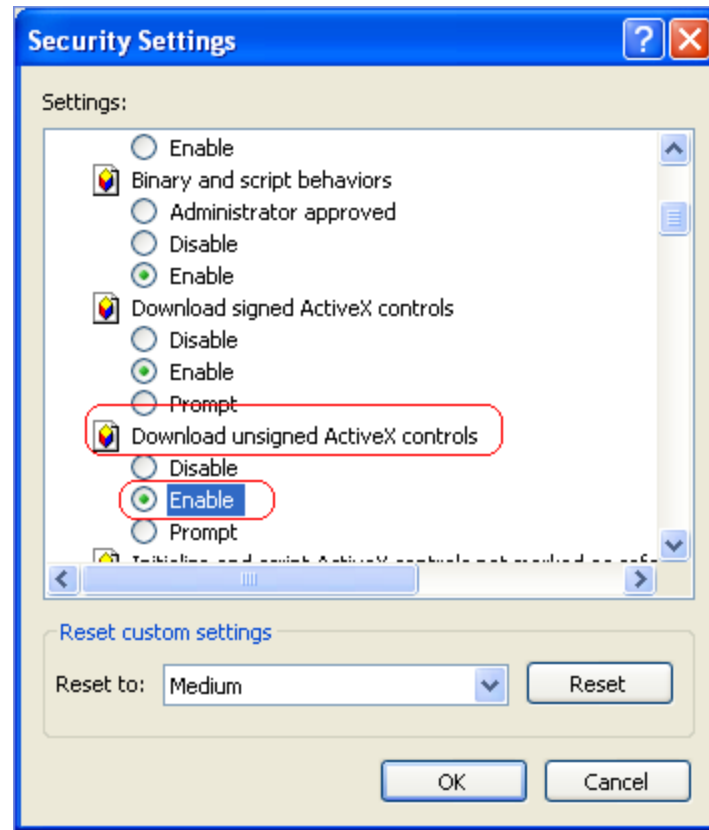
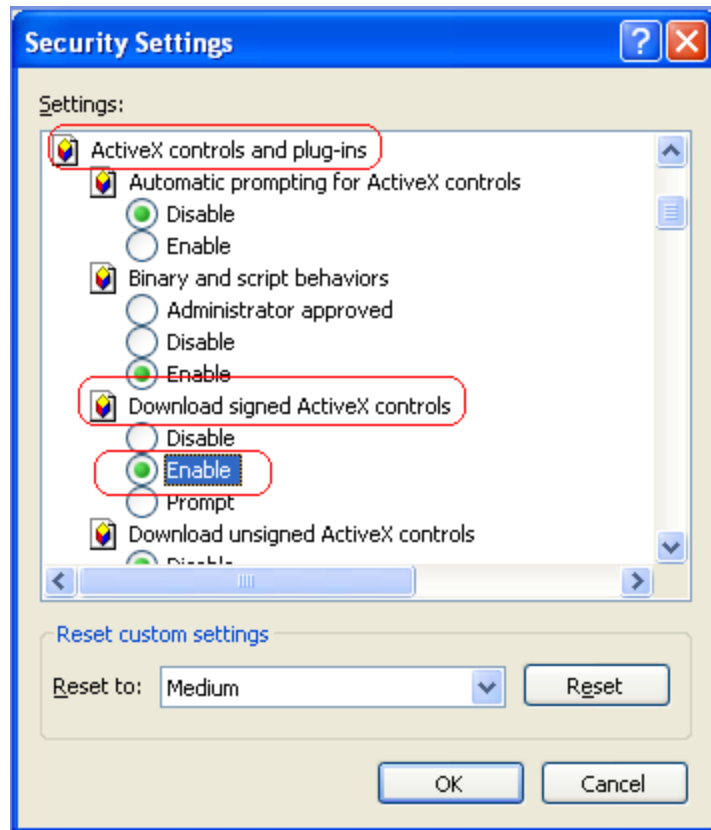
- Go to – Internet Explorer – Tools – Internet Options
  - **Warning: Change of Security Setting may affect your Security Settings, which may be risky to your computer.**



- Select “Security”, and then click on “Custom Level”



- Then go to Active X Control & Plug-ins, where in Go to “Download Signed Active X Controls”, then select “Enabled” option, and the same as in case of “Download unsigned Active X Control”, then click on “Ok”

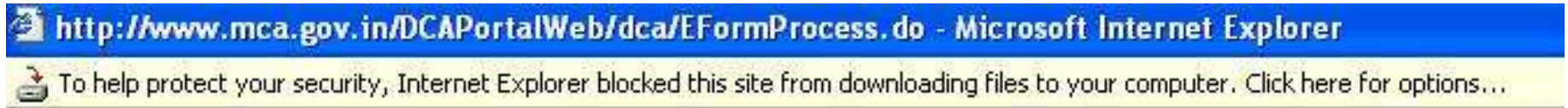




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# How to Correct Problem of downloading Challan after making payment for services of MCA21

- If you get following message while downloading challan, you have to do some changes in security setting to get your challan download properly.



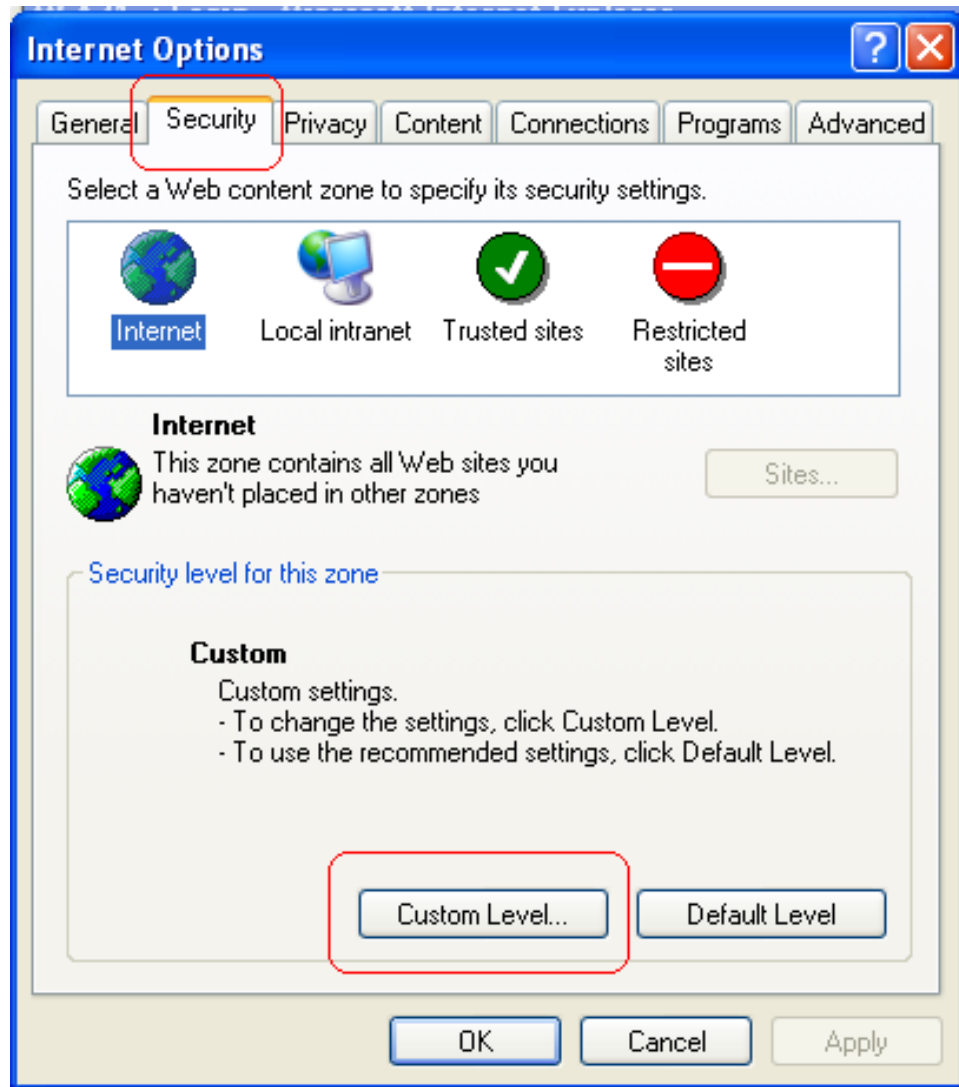
**Error Message**

- For downloading challans, it requires some changes in Security Settings:

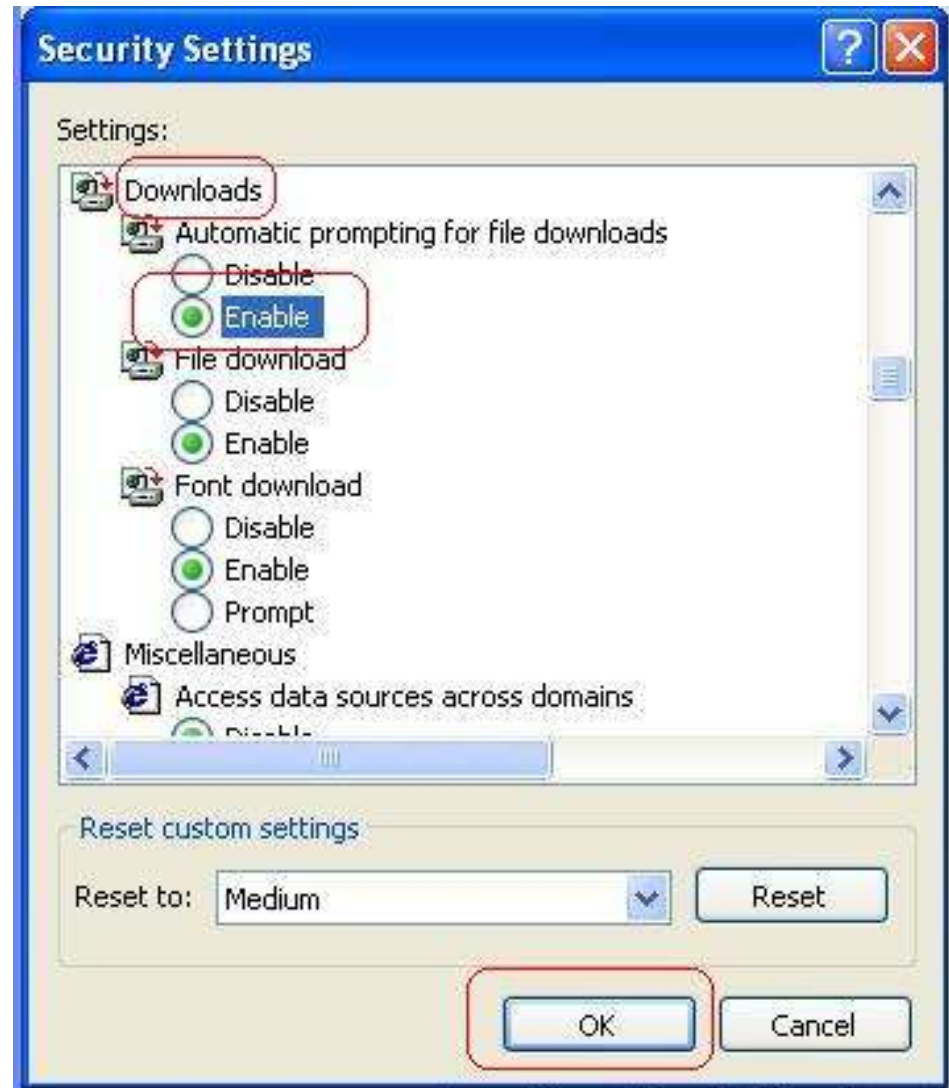
Go to – Internet Explorer – Tools – Internet Options



- Click on “Security” tab, and then click on “Custom Level”

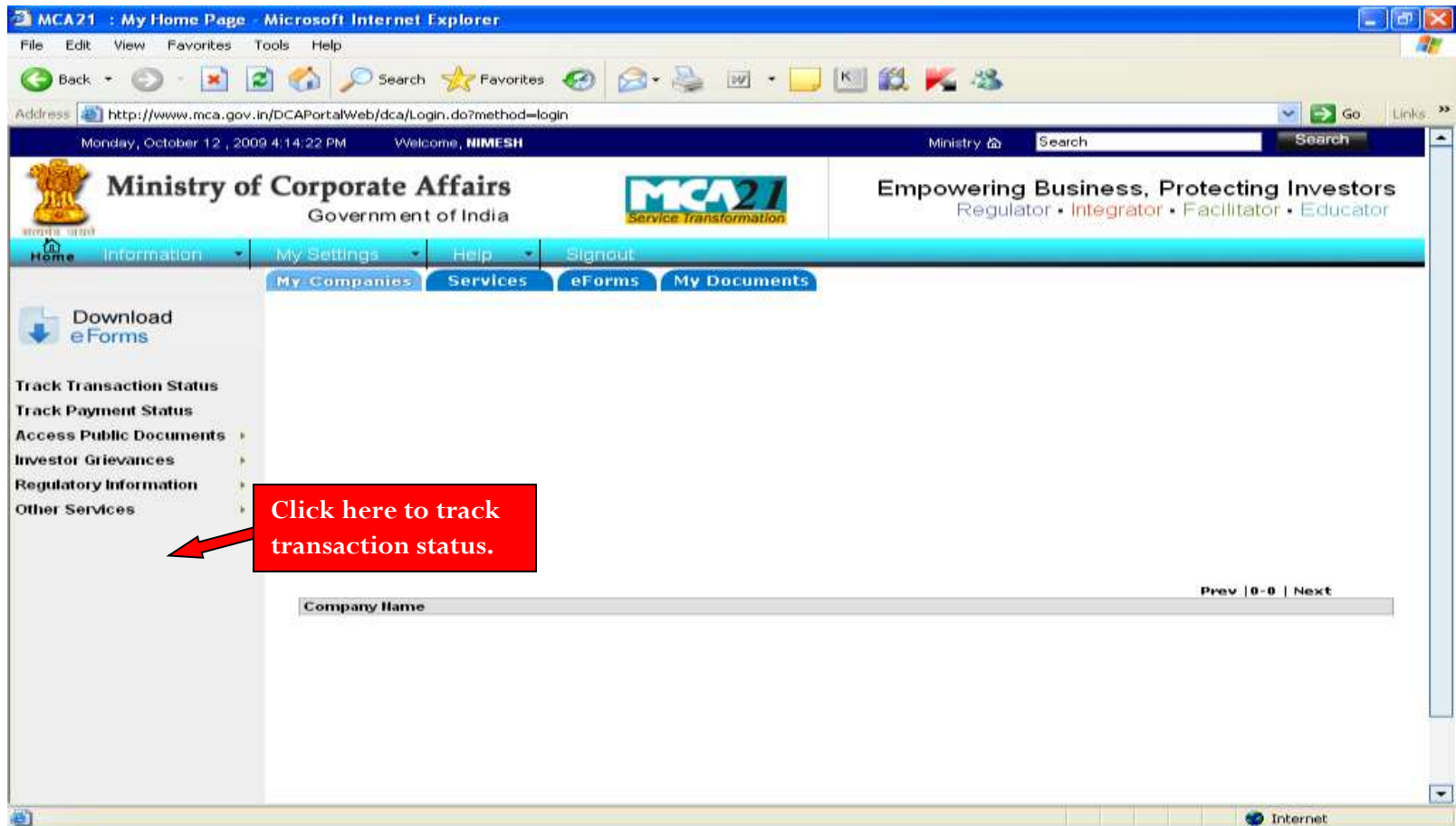


- Go to “Download”, where in Go to “Automatic prompting for file download”, then select “Enabled” option, and then click on “Ok” to change settings.



**After making this change you will be prompted for file download at the time of Challan Downloading.**

# How to get copy of challan which we are not able to print/save due to this error.



- Now here give Start Date & End date (Difference should not be more than two dates) and click on Search

**Track Transaction Status**

SRN :

Start Date :   (dd-mm-yyyy)

End Date :   (dd-mm-yyyy)

Service Type : --Select-- 

- After click on search you will get details of all forms filed between this dates. From this you will get SRN of that particular transaction and with this SRN we will able to download challan from the “Track Payment Status”

Search Results						
Prev   1-1   Next						
S.No.	SRN	Service Type	Company Name	Company CIN	Date of Filing	Transaction Status
1	S01164953	STP Forms	ABC	CIN	12-10-2009	Work in Progress



# Track Payment Status

MCA21 : My Home Page Microsoft Internet Explorer

File Edit View Favorites Tools Help

Address http://www.mca.gov.in/DCAPortalWeb/dca/Login.do?method=login

Monday, October 12, 2009 4:14:22 PM Welcome, NIMESH Ministry Search Search

**Ministry of Corporate Affairs**  
Government of India

**MCA21**  
Service Transformation

**Empowering Business, Protecting Investors**  
Regulator • Integrator • Facilitator • Educator

Home Information My Settings Help Signout

My Companies Services eForms My Documents

Download eForms

Track Transaction Status  
Track Payment Status  
Access Public Documents  
Investor Grievances  
Regulatory Information  
Other Services

Click here to track payment status.

Company Name Prev | 0-0 | Next

Internet

- After click on “Track Payment Status” give SRN and Click on Submit.

The screenshot shows a Microsoft Internet Explorer browser window displaying the MCA21 Track Payment Status page. The browser's address bar shows the URL: <http://www.mca.gov.in/DCAPortalWeb/dca/trackPaymentStatus.do>. The page header includes the Ministry of Corporate Affairs logo and the text "Ministry of Corporate Affairs Government of India" and "MCA21 Service Transformation". The main content area features a form titled "Track Payment Status" with a text input field labeled "SRN\*" and a "Submit" button. A red box with white text and two red arrows pointing to the SRN field and the Submit button contains the instruction: "Give here SRN and Click on 'Submit'". The left sidebar contains a "Download eForms" link and a list of services: "Track Transaction Status", "Track Payment Status", "Access Public Documents", "Investor Grievances", "Regulatory Information", and "Other Services".

- After click on “Submit” you will get download option for Challan

**Track Payment Status**

SRN\*:

\*Mandatory Field

[Submit](#)

**Click here to download Challan**

**Payment Status:** Payment not applicable

[Copy of eForm Challan/Receipt/Acknowledgement](#)

# OPTIONS FOR INVESTORS

- Unclaimed Dividends, Deposits, Share Application Money and debentures transferred by the Company to IEPF can be claimed ;
- Detailed procedure given and available on the link  
<http://iepf.gov.in/IEPFWebProject/SearchInvestorAction.do?method=gotoSearchInvestor>
- FAQ's for the same available on
  - <http://iepf.gov.in/IEPF/faq.html>

# NOTICES AND CIRCULARS

The screenshot shows the MCA website interface. The browser address bar displays 'mca.gov.in'. A banner at the top encourages users to learn more about MCA. The main content area is divided into several sections:

- FREQUENTLY USED:** Includes buttons for 'SEARCH COMPANIES ACT, 2013', 'REGISTER A NEW COMPANY', 'CHANGE COMPANY INFORMATION', and 'COMPLIANCE / APPROVAL FILING'.
- NOTICES & CIRCULARS:** A pop-up window titled 'IMPORTANT NOTICES' is displayed over this section. It contains the following text:
  - In accordance with circular 16/2014, version of INC-7 is likely to be revised on 14th June. You are requested to plan accordingly.
  - State Code in the CIN of the Companies which are located in Telangana based on the address available in the database has been changed from "AP" to "TG". Complete list of such companies may be viewed at following link : "[http://mca.gov.in/Ministry/pdf/AP\\_to\\_TG.pdf](http://mca.gov.in/Ministry/pdf/AP_to_TG.pdf)"
  - Form-wise date of last version change is available at following link [http://mca.gov.in/MinistryV2/Download\\_eForm\\_choose.html](http://mca.gov.in/MinistryV2/Download_eForm_choose.html). Please ensure that you have downloaded the latest version for filing.
  - At the time of examining the submitted INC-7 e-forms it has been noticed that stakeholders are using old format of Memorandum and Article of Association. In this regard stakeholders are requested to follow the format prescribed under Schedule I of the Companies Act, 2013 to avoid resubmission or rejection of the form.
  - Companies Act,2013 - Statement of Notification of Rules.
- STAKEHOLDER'S CORNER:** Includes links for 'Companies/Directors Under Prosecution', 'Comments Invited', 'हिन्दी संबंधी अन्देश/सामग्री', and 'MCA Guidelines'.
- NEWS:** Includes a 'Vigilance Message' link.
- Right Sidebar:** Contains links for 'Official Liquidators', 'Investor Education And Protection Fund', 'Citizen Charter', 'Innovative Feedback', 'Parliament Questions & Assurances', 'Public Grievances', 'India.Gov.In', and 'Employee Corner'.

The Windows taskbar at the bottom shows the system clock as 2:09 PM on 15/06/2014.

# Feedback and Suggestions

**Register Your Suggestion**

\*Name of Person :

\*City :

\*Country : --Select-- ▼

\*Mobile Number :

\*Email Id :

Type : Suggestion

\*Category : --Select-- ▼

For MCA Offices (only if required):  
--Select--

\*Suggestions :

- eFiling related
- Bank and Payment
- System and Technology
- Ongoing Schemes
- Masterdata Correction
- Staff service delivery
- Stamp Duty
- Director Identification Number
- XBRL
- Refund related
- Policy Related
- Others

[mca.gov.in/DCAPortalWeb/dca/MyMCALogin.do?method=setDefaultProperty&mode=49](http://mca.gov.in/DCAPortalWeb/dca/MyMCALogin.do?method=setDefaultProperty&mode=49)

# Doubts & Queries

- Any Questions
- Thank You





When LIFE changes itself to Harder.  
Change Yourself to Stronger.  
THE JOURNEY OF THOUSAND MILES  
STARTS WITH A FAITHFUL STEP





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