

Annual Compliance Calendar -Companies Act, 2013 **PRIVATE LIMITED COMPANY**



Dated: August 08, 2020

BACKGROUND:

In this Flash editorial, the Author begins by referring to the provisions of Companies Act, 2013, read with all the Amendment Acts and rules mentioned there till the Companies (Amendment) Act, 2019.

As per the latest amendments, Companies requirements for the compliances have been changed in comparison to the compliance requirement as on 01st April 2014 when the Companies Act, 2013 came into effect.

After the commencement of the Companies Act, 2013, from 01st April 2014 the compliance requirement of the Companies has been increased.

But after 5th June 2015 and 13th June 2017 “EXEMPTIONS” have been provided to the Private Limited Companies. After all that exemptions, the status of the Private Limited Companies under the Companies Act, 2013 more or less is equal to Status in Companies Act, 1956.

Meaning of a Private Company:

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

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

Note: -

1. Joint holders shall be counted as one.
2. (A) Employees holding shares; and

(b) Person formerly in employment, who were the members during such employment and still continue to be the members shall not be counted in the limit of 200.

Private Limited Company can be incorporated with any amount of Capital, it may be from Rs. 2 to Rs. Infinite.

Important Features of Private Limited Companies:

- i. No need of Minimum Capital Requirement
 - ii. Have been allowed to accept the deposits from the members without the requirement of the offer circular and creation of deposit repayment reserve etc. Maximum of 100% of the aggregate of its paid-up capital and free reserves (which does not include securities premium).
 - iii. No Need of filing of the Board Resolutions (MGT-14) with the ROC for the purposes mentioned under Section 179(3).
 - iv. Loan to the Director u/s 185 is allowed subject to the certain conditions.
 - v. Even if, the Member is related then also he can vote on such resolution which is required to pass u/s 188 in GM.
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Major Changes are as follow:

1. **Directors' Report:** There are a lot of changes in the Directors' Report of a Private Company. By amendment in the Companies Act, 2013, MCA has introduced the abridged format of a Small Private Companies. However, the Private Company other than a Small Company needs to follow Section 134 read with rules and other Act compliances.
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2. **Annual Return (MGT-7):** Annual Return is the Form MGT-7. This is a very lengthy form.

* Annual Return [MGT-7] of a Private Company (other than Small Company) mandatorily requires the signatures of a Practicing Company Secretary or Company Secretary in employment. Annual Return can be file with the ROC with the Digital Signature of the Directors and the Company Secretary in employment or a Practicing Company Secretary.

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

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

▪ **Companies which are EXEMPTED from Signing of Annual Return from the Company Secretary:**

- a) One Person Company
 - b) Small Company
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3. **Secretarial Standards:** From 1st July 2015 onwards, every meeting of the Board of Directors and the Shareholders shall be conducted in consolidation with the provisions of Secretarial Standards and Companies Act, 2013. It needs a lot of Concentration and documentation.

ANNUAL COMPLIANCES FOR
PRIVATECOMPANY:

S. No.	Forms	Section & Rules	Particular of Compliance	
QUARTER – I - APRIL TO JUNE				
1.	Receipt of MBP-1	184(1)	Form MBP- 1	Every Director of the Company in the First Meeting of the Board of Director in each Financial Year shall disclose his interest in the other entities.
				Every Director is required to submit with the Company a fresh MBP-1, whenever there is a change in his interest from the earlier given MBP-1. MBP-1 is not required to file with ROC.
2.	Receipt of DIR- 8	164(2) 143(3)(g)	Form DIR - 8	Every Director of the Company in each Financial Year will submit with the Company disclosure of non-disqualification.
3.	Half Yearly Return	Section 405	MSME-1	Delay in the Payment to MSME Vendor: Company have to file this return half-yearly in respect of pending payments to the MSME vendors as at end of half -year. (only for payment pending for period more than half year)

				<ul style="list-style-type: none"> • October to March - 30th April • April to Sep - 30th October
4.	Yearly Return (June)	Section 73 Rule 16	E-form DPT-3	Return of Deposit: Company is required to file this form every year on or before 30 th June in respect of return of Deposit and Particulars not considered as Deposit as on 31st March.
QUARTER - II - JULY TO SEPTEMBER				
5.	Approval of Financial Statement	134	Preparation and Approval of Financial Statement. The auditors' report shall be attached to every financial statement	
6.	Directors' Report	134	Directors' Report shall be prepared by mentioning all the information required for the Company under Section 134 read with relevant rules and relevant provisions of other Act.	
			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 a MD if there is any.	
7.	Holding of AGM	96	Every company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting. it shall be held within a period of six months, from the date of closing of the financial year.	
8.	Notice of	101 & SS-	Every Notice of the Annual General Meeting will be	

	AGM	II	prepared as per Section 101 of the Companies Act, 2013 and Secretarial Standard – II.	
9.	Sending of Notice of AGM	101 & SS	Notice of the Annual General Meeting will be sent to all the : <ul style="list-style-type: none"> • Directors, • Members, • Auditors Debenture Trustees.	
10.	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. In case the AGM is called on shorter notice then above mentioned documents shall be circulated on such shorter period. For holding of the AGM on shorter notice, companies need to take the proper approvals as per the Act.	
11.	Annual Form	Rule 12A	DIR-3 KYC	KYC of Directors: All the Directors of the Company shall file this form on or before 30th September every year.
QUARTER – III - OCTOBER TO DECEMBER				
12.	Annual Form	137	E-form: AOC-4	Financial Statement: Company is required to file its Balance Sheet along with the Statement of Profit and Loss Account, Cash flow

				statement, Directors' Report and Auditors' Report in this form within 30 days of holding of the Annual General Meeting.
				Attachment: Balance Sheet, Statement of Profit & Loss Account, Cash Flow Statement, Directors' Report, Auditors' Report and the Notice of the AGM
13.	E- Forms Filing Requirements Annual Form	92	E-form: MGT-7	Annual Return: Every Company will file its Annual Return within 60 days of holding of the Annual General Meeting. Annual Return will be for the period from 1 st April to 31 st March. Annual Return of Every Private Company (Except Small Company) should be signed by a Company Secretary in Practice.
14.	Certification of Annual Return	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.
QUARTER – IV - JANUARY TO MARCH				

	There is no mandatory compliance for this quarter.		
15.	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 the two meetings should not be more than 120 (One hundred twenty) days.
16.	Maintenance of Statutory Registers	88 and other sections	Company will maintain the following mandatory Registers: <ul style="list-style-type: none"> • Register of Director, • Registers of Director Shareholding, • Registers of Members • Registers of Transfer • Registers of Related Party transaction etc
17.	Appointment of Auditor	139	E-form ADT-1 The Auditor will be appointed for 5 (Five) years and form ADT-1 will be filed for 5-year appointment within 15 days of the Annual General Meeting.
Above mentioned 17 (Seventeen) Compliances are mandatory annual compliances for the Private Company. Except above 17 (Seventeen), there may be event-based compliances for the Private Company.			

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

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