

CA NOTES COMMUNITY NETWORK

Click on Icon	QR CODE	LINK
 Join what's App group		CLICK HERE
 Join Telegram Channel		CLICK HERE
 Subscribe On Youtube		CLICK HERE
 Follow us On Instagram		CLICK HERE

BE A PART OF CNC FAMILY

CNC – CA NOTES COMMUNITY

Mail at (for complaints/feedback) – canotescommunity@gmail.com

THANK YOU

TEAM CNC

Section	Name	Cross Ref (Sec)	Resolution/Approval	E-forms	Penalty	Special Points
3	Formation of company	2(62), 2(69), 2(68) & 2(71), 149	No resolution/Approval	INC-2 to INC-6	If OPC or any officer of such company contravenes the provisions, they shall be punishable with fine which may extend to Rs. 10,000 + Rs. 1000 per day after first day during which such contravention continues.	
3A	Members severally liable in certain cases.	2(68), 2(71) & 2(92)	No resolution/Approval	NO E-Forms	Liability will be unlimited after 6 months	If a member goes above statutory minimum liability will become limited.
4	Memorandum	12,13,16,10A, 61,65,3 & Schedule I	No resolution/Approval	INC 13, INC 30 & INC 33	No penalty	a) Name Clause b) Object Clause c) Registered Office Clause d) Capital Clause e) Subscription Clause f) Liability Clause g) Nomination Clause
5	Articles		No resolution/Approval	NO E-Forms		
6	Act to override memorandum, articles, etc.	4, 5, 13 & 14	No resolution/Approval	NO E-Forms	Such a provisions of MOA & AOA will be invalid which overrides the act.	Refer Chart given in main Book
7	Incorporation of company	3,4,5,447,448	ROC Approval	INC 7 to INC 11 & SPICE 29 & 32	If any person furnishes any false or incorrect particulars of any information or suppresses any material information, of which he is aware in any of the documents filed with the Registrar in relation to the registration of a company, he shall be liable for action under section 447 as follows: a) 6 months to 10 years of jail; &/or b) Penalty from amount of fraud to 3 times of amount of fraud. And 5 Orders from Tribunal as given in main book.	
8	Formation of companies with charitable objects, etc.	13 (Object Clause Alteration)	a) CG Approval, b) ROC Approval	INC 12 to INC 20	a) Fine of minimum 10 lakhs up to Rs. 1 Crores, and b) Every director and any other officer who is found guilty for such default will be punishable with Fine of Rs. 25000 to 25	a) OPC cannot be section 8 company b) No use of Ltd/Pvt Ltd c) Only for charitable object d) No dividend payment e) Two types of contravention

						lakhs	
9	Effect of registration.	2(20)	No resolution/ Approval	NO E- Forms	c) License revoke – Convert to LTD/Pvt. Ltd , winding up and amalgamate to similar company.	9 Characters of Company	
10	Effect of memorandum & articles	4 & 5	No resolution/ Approval	NO E- Forms		Binding all the stakeholders to each other	
10A	Commencement of business, etc.	4 & 12	a) ROC Approval & b) Sectorial Authorities (RBI,CCI,SEBI)	INC20A	If any default is made in complying with the requirements of this section: a) The company shall be liable to a penalty of Rs. 50000 and b) Every officer who is in default shall be liable to a penalty of Rs.1000 for each day during which such default continues but not exceeding an amount of Rs 1 lakh. c) Removal of Name	Comply all the provisions within 180 days of the date of incorporation of the company.	
12	Registered office of company.	4, 10A & 13	a) BM-OR b) GM-SR c) Both Roc Approval d) Prior CG Approval (Sec. 13)	INC 22 INC 23	Company & Every officer who is found liable for default will have to pay penalty of Rs. 1000 for every day during which such default continues but not exceeding Rs. 1 lakh	a) Set Up registered office in 30 days and Intimate the ROC b) INC 23 Process (30 days confirmation from 1 st Regional director – 60 days confirmation from 2 nd Regional director – Register to certify such change within 30 days of such confirmation)	
13	Alteration of memorandum	3,4,12,16,10 A,61,65, & Schedule I	a) GM-SR b) Filing with ROC	INC 22 to INC 25 INC 4, INC 13, INC 30 & INC 33,	Refer Penalties given in Bird eye view penalty list	Refer Master Chart for MOA	
14	Alteration of articles	18	a) GM-SR b) Filing with ROC	INC 13, INC 27 ,INC 28 ,INC 31 &		Conversion of the company can be made through this year's process	

15	Alteration of memorandum or articles to be noted in every copy	4,5,13,14 & 128	No resolution/ Approval	Schedule 1 INC 13, INC 30, INC 31, INC 33 & INC 34	Company and every officer who is in default shall be liable to a penalty of Rs. 1000 for every copy of the memorandum or articles issued without such alteration.	Noted copy of MOA or AOA to be maintained for 8 years
16	Rectification of name of company.	4 & 13	a) Order of CG b) GM-OR	INC 1	a) Company will be liable to pay penalty equal to Rs.1000 per day till default continues, and b) Every officer concerned will be liable to penalty of Rs.5000 to Rs. 1 lakhs.	Application within 3 years and change within 3 months
17	Copies of memorandum, articles, etc., to be given to members.	4,5,15 & 117	Inspection by ROC	Schedule 1 INC 13, INC 30, INC 31, INC 33 & INC 34	Company and every officer who is in default shall be liable for each default, to a penalty of Rs. 1000 for each day during which such default continues or Rs 1 lakh, whichever is less.	Member can also demand the copies provide it to them within 7 days.
18	Conversion of companies already registered.	2(62), 2(68), 2(71) & 14	a) GM-SR b) NCLT Approval - file with ROC	INC 6, INC 27 & INC 28		Refer chart from Main book
19	Subsidiary company not to hold shares in its holding company.	2(46) & 2(87)	No resolution/ Approval	NO E-Forms		Voting rights will be there only on nominee and trustee and not for past holding.
20	Service of documents.		No resolution/ Approval	NO E-Forms		If members demands communication in specific way it shall be made on payment of such fees.
21	Authentication of documents, proceedings and contracts.	2(51)	BOD-OR	NO E-Forms		Signed by KMP or officer or employee of company
22	Execution of bills of exchange, etc.		a) BOD-OR b) Authorisation (signing) by 2 directors and CS	NO E-Forms		
23	Public offer and private	28, 42,54, 62	SEBI Governance	NO E-		Private Company cannot issue its

	placement.	& 63	No resolution/ Approval	Forms	securities using public offer.
25	Document containing offer of securities for sale to be deemed prospectus.	26, 2(70)		NO E-Forms	Deemed prospectus must be signed by 2 directors – for Company and not less than one half of partners – for Firm
26	Matters to be stated in prospectus	2(38), 25, 62	a) SEBI Governance with CG consultation b) Filing with ROC signed by BOD	NO E-Forms	a) Written consent from Expert b) Not applicable to Existing Shareholders c) Not applicable to issue of shares/debenture of similar nature already issued.
27	Variation in terms of contract or objects in prospectus.	13(object clause), 26 & 110	a) GM-SR b) SEBI regulation c) SR through postal ballot (rule 7)	PAS-1	Same provisions as Alteration of Object clause u/s 13 of chapter formation.
28	Offer of sale of shares by certain members of company	23 & 62	Existing shareholder approval SEBI Regulation	NO E-Forms	a) No minimum subscription and minimum application value requirement. b) Company to act on behalf of members whose shares are offered under sec 28
29	Public offer of securities to be in dematerialised form.		a) SEBI Regulation b) Provisions of the Depositories Act, 1996	NO E-Forms	Refer Rule 9A
31	Shelf prospectus.	2(70), 25 & 26	a) SEBI Regulation b) Filing with ROC	PAS-2	a) Valid for 1 year b) advance given can be refunded
32	Red herring prospectus.	2(70), 25 & 26	Filing with ROC & SEBI	NO E-Forms	
34	Criminal liability for misstatements in prospectus	2(69), 2(34) 447, 448	Order of authority or court	NO E-Forms	Intentional misstatement
35	Civil liability for misstatements in prospectus.	2(38), 25, 26, 36, 447	Order of authority or court	NO E-Forms	Unintentional misstatement
36	Punishment for fraudulently	34, 37, 447	No resolution/	NO E-Forms	Pursuing an investor to invest in

	inducing persons to invest money	& 448	Approval	Forms	As ordered by court	security is inducement.
37	Action by affected persons.	34, 35 & 36	Order of Court	NO E-Forms	As ordered by court	Aggrieved person can File a suit or any other action Class action suit
39	Allotment of securities by company	29 & 40	SEBI Regulation	PAS-3	Company & Every officer in default, liable to penalty of Rs.1,00,000 per day of default being continued, Or Rs. 1,00,000 whichever is less. Penalty u/s 34 & 35	Refer Rule 12 Min subscription 90 % Min application money 5%
40	Securities to be dealt with in stock exchanges.	29 & 39	RSE Approval SEBI Regulation	NO E-Forms	For Company- Rs.5,00,000≤Fine ≤ Rs.50,00,000 For every officer in default - Rs.50,000 ≤ Fine ≤ Rs.3,00,000	Details of underwriters & prospectors Commission – 5% for equity and 2.5% for debentures
42	Issue of shares on private placement basis	23	SEBI Regulation	PAS-4 & PAS-5	Persons liable – Company, Promoters, Directors Penalty – Amount involved in offer, or Rs. 2 Cr. Whichever is lower And Company shall refund all monies to subscribers within 30 days of the order imposing the penalty.	QIB & Employees not counted Refund after 60 days within 15 days Refund the subscription within 30 days from order of penalty
43	Kinds of share capital	47, 48		NO E-Forms		Not applicable to Private and IFSC Companies if MOA & AOA provides for it.
46	Certificate of shares	88,89 & 447	BOD-OR	SH-1 SH-2	For company – 5 X Face value ≤ Fine ≤ (10 X Face value OR Rs. 10 crores) whichever is higher. For every officer in default – Liable for action u/s 447	A listed company to issue duplicate share certificate within 15 days from date of submission of documents with company & an unlisted company should issue same within 3 months .
47	Voting rights	43, 50, 88 & 188	a) AOA Authorisation b) GM-OR Differential rights) c) Resolution through postal ballot (Equity listed on SE)	NO E-Forms		
48	Variation of shareholders 'rights.	43 & 64	a) GM-SR b) AOA/MOA	NO E-Forms	Penalty is omitted by The Companies Amendment Act, 2020	Tribunal decision is binding on shareholders (final & non-

			Approval c) Filing with ROC			questionable)
49	Calls on shares of same class to be made on uniform basis.	50 & 64		NO E-Forms		Notice to ROC u/s section 64
50	Company to accept unpaid share capital, although not called up	2(21), 5, 47	AOA approval	NO E-Forms		
51	Payment of dividend in proportion to amount paid-up.	123-127		NO E-Forms		A company may, if so authorised by its articles, pay dividends in proportion to the amount paid-up on each share.
52	Application of premiums received on issue of shares	2(41), 40, 55, 63, 68 & 133		NO E-Forms		BOD decides whether to issue shares at premium or not
53	Prohibition on issue of shares at discount	54		NO E-Forms	Company & every officer who is in default shall be liable to a penalty which may extend to an amount equal to amount raised through issue of shares at a discount or 5 lakh rupees, whichever is less, and Company also be liable to refund all monies received with interest rate of 12% p.a. from date of issue of such shares to such persons.	
54	Issues of sweat equity shares.	2(37), 2(88), 53, 64, 133, 134 & 247	a) GM-SR b) SEBI Regulation c) Notice to ROC	SH-3		Sweat equity shareholders shall rank pari-passu with other equity shareholders.
55	Issue and redemption of preference shares.	43, 52, 64, 69, 133 & Schedule VI	a) AOA Approval (for issue) b) Notice to ROC c) Tribunal Approval (For UPS's)	SH-7		a) No issue of any preference shares which are irredeemable. b) No AOA approval for redemption. c) Notice to ROC u/s 64 in SH-7 in 30 days.
56	Transfer and transmission of securities	39, 46, 71 & 89	a) BOD-OR b) Filing with ROC	SH-4 SH-5	a) Company & every officer of company who is in default - liable to a penalty of Rs. 50,000. b) Where any depository/depository participant, with an intention to defraud a person, has transferred shares, it shall be liable u/s 447.	

57	Punishment for personation of shareholder.	64	Notice to ROC	NO E-Forms	Any person who deceitfully personates owner of any security and thereby attempts to obtain any such security or amount from such security shall be punishable with- 1 year ≤ Jail ≤ 3 years & Rs.1,00,000 ≤ Fine ≤ Rs.5,00,000.	
58	Refusal of registration and appeal against refusal.	56, 59 & 64	a) Tribunal Approval b) Notice to ROC	NO E-Forms	If a person contravenes the order of the tribunal he shall be punishable a) With Jail of 1 year to 3 years and b) With fine of Rs. 1 lakh to 5 lakh.	
59	Rectification of register of members	47, 58, 71, 88	a) Order of Tribunal b) Notice to ROC	NO E-Forms	a) Tribunal may, on an application made by the depository, company, depository participant, holder of the securities or the SEBI, direct any company or a depository to set right contravention & rectify its register or records concerned. b) One Penalty is omitted by The Companies Amendment Act, 2020	Notice to ROC u/s section 64
61	Power of limited company to alter its share capital	2(8), 13 (Capital clause)	a) GM-OR b) AOA Approval	NO E-Forms		Section 61 overrides Section 13
62	Further issue of share capital.	47, 64 & 102	a) GM-SR b) AOA Approval c) Notice to ROC d) Order of CG (for conversion)	SH-6		
63	Issue of bonus shares	52, 64, 69	a) AOA Approval b) BOD-OR c) GM-OR	NO E-Forms		The bonus shares shall not be issued in lieu of dividend.
64	Notice to be given to Registrar for alteration of share capital	48, 49, 54, 55, 57-59, 61-63, 66 & 68	Notice to ROC	SH-7	Company & every officer who is in default shall be liable to penalty of Rs.500 for per day during which default continues to maximum of Rs. 5 lakhs in case of a company and Rs. 1 lakh in case of an officer who is in default	

66	Reduction of share capital	64, 67, 68 & 447	a) Approval of Tribunal b) GM-SR c) Notice to ROC	NO E-Forms	a) Every officer shall be liable u/s 447, who (i) knowingly conceals the name of any creditor entitled to object to the reduction; (ii) knowingly misrepresents the nature or amount of the debt or claim of any creditor; or (iii) abets or is privy to any such concealment or misrepresentation as aforesaid, b) One Penalty is omitted by The Companies Amendment Act, 2020	
67	Restrictions on purchase by company or giving of loans by it for purchase of its shares	66, 68, 70, 92, 102 & 137	GM-SR	NO E-Forms	Penalty for Company- Rs.1,00,000 ≤ Fine ≤ Rs.25,00,000 Penalty for every officer in default: Jail ≤ 3 Years And Rs.1,00,000 ≤ Fine ≤ Rs.25,00,000	Section shall not apply to redemption of preference shares.
68	Power of company to purchase its own securities.	52, 64, 67, 69, 70 & 102	a) BOD-OR b) GM-SR c) AOA approval d) SEBI Approval (for listed co.) e) Filing with ROC	SH-8 to SH-11 & SH-15	If a company makes any default in complying with the provisions of this section or with SEBI regulations, penalty shall be as under- For Company-Rs.1,00,000 ≤ Fine ≤ Rs.3,00,000 For Every officer in default- Rs.1,00,000 ≤ Fine ≤ Rs.3,00,000	
69	Transfer of certain sums to capital redemption reserve account	52, 55, 63	No Resolution/Approval	NO E-Forms		Transfer amount = Nominal value of shares. CRR to be only used for issue of fully paid bonus shares.
70	Prohibition for buy-back in certain circumstances	55, 67, 68, 73, 76, 92, 123, 127 & 129	No Resolution/Approval	NO E-Forms		
71	Debentures.	2(30), 39,	a) BOD-OR b) GM-SR c) Procedure by CG d) Order of tribunal	SH-12 PAS-3	One Penalty is omitted by The Companies Amendment Act, 2020	

73	Prohibition on acceptance of deposits from public.	2(31), 76A, 77	a) GM-OR b) Filing with ROC c) RBI approval	DPT-1 DPT-3	Penalty u/s 76A as given below in Sec 76A	a) Create DRRA @ 20% b) Sec 73(1) does not apply to banking company, NBFC & Housing Finance Co.
74	Repayment of deposits, etc., accepted before commencement of this Act.		No Resolution/Approval	DPT-4	For Company-Rs.1 Cr ≤ Fine ≤ Rs.10 Cr (This penalty shall be in addition to amount of repayment of Deposit/part of deposit + Interest due thereon if any) For every officer in default-jail up to 7 Years, And/Or Rs.25 lakh ≤ Fine ≤ Rs.2 Cr	
76	Acceptance of deposits from public by certain companies	26, 73, 74, 76A, 77 & 180(1)	a) GM-SR b) Filing with ROC c) GM-OR[u/s 180(1)] d) RBI approval	DPT-2	Penalty u/s 76A as given below in Sec 76A	
76A	Punishment for contravention of section 73 or section 76.	73, 76 & 447	No resolution / approval	NO E-Forms	Where company act in contravention of section 73 or 76 or fails to repay deposits or interest then: a) Company shall, in addition to payment of amount of deposit or part thereof & interest due, be punishable with fine which shall not be less than Rs. 1 cr or twice amount of deposit accepted by company, whichever is lower but max. Rs. 10 cr & File with ROC before making such invitation. b) Every officer of company who is in default shall be punishable with jail up to 7 years & with fine of min. Rs 25 lakhs but max of Rs. 2 Cr. c) If officer done it wilfully liable u/s 447.	Penalty for Sec 73 & Sec 76
77	Duty to register charges, etc.	2(16), 78 & 79	a) Filing with ROC b) RBI approval	CHG-1 CHG-2 CHG-3	For Company-Rs.5,00,000 For every officer in default-Rs.50,000 If any person wilfully furnishes any false or	

						incorrect information or knowingly suppresses any material information, required to be registered in accordance with the provisions of section 77, he shall be liable for action under section 447.	
78	Application for registration of charge	2(16), 77 & 79	No resolution / approval	CHG-9	Penalty given u/s 86 (as given above in sec.77)		
79	Section 77 to apply in certain matters	77 & 78	No resolution / approval	NO E-Forms	Penalty given u/s 86 (as given above in sec.77)		
80	Date of notice of charge	77	No resolution / approval	NO E-Forms	Penalty given u/s 86 (as given above in sec.77)		
82	Company to report satisfaction of charge	77 & 83	Intimation to ROC	CHG-4 CHG-5	Penalty given u/s 86 (as given above in sec.77)		
83	Power of Registrar to make entries of satisfaction and release in absence of intimation from company	77 & 82	No resolution / approval	CHG-5	Penalty given u/s 86 (as given above in sec.77)		
84	Intimation of appointment of receiver or manager.		Notice to ROC	NO E-Forms	Penalty given u/s 86 (as given above in sec.77)		
86	Punishment for contravention	77 to 85, 87 & 447	No resolution / approval	NO E-Forms		Penalty given for whole chapter (Sec.77 to 87)	
87	Rectification by Central Government in register of charges	77 to 85	CG Consent	NO E-Forms	Penalty given u/s 86 (as given above in sec.77)		
88	Register of members, etc.	91	NSDL approval AOA approval	MGT-1 MGT-2 MGT-3	Penalty for non-compliance with the provisions of the section for company and every officer in default- a) For Company-Rs.3,00,000 b) For every officer in default -Rs.50,000	Electronic register by NSDL approval Foreign register by foreign shareholders	
89	Declaration in respect of beneficial interest in any share.	90,91	Rules by CG Filing with ROC	MGT-4 MGT-5 MGT-6	89(5)- Punishment when a person liable to make a declaration under subsection (1), (2) or (3) fails to do so- For One time failure- Fine ≤ Rs.50,000	Primary filing of Beneficial Owner in 30 days and Company filing to ROC further 30 days.	

					For Continuing failure- A further fine Rs.200 per day subject to maximum of Rs.500,000 89(7) – Where a company fails to file a return as above within prescribed time - Penalty for company & every officer in default- Rs. 1000 for each day during which such failure continues, maximum of Rs. 5 lakhs for company and Rs. 2 lakhs for an officer who is in default.	
90	Investigation of beneficial ownership of shares in certain cases.	88, 89	a) Filing with ROC b) Order of Tribunal	NO E-Forms	If any person fails to make a declaration as required under sub-sec (1), he shall be liable to a penalty of Rs. 50000, with a further penalty of Rs. 1000 per day, maximum of Rs.2 lakh If a company, required to maintain register under sub-section (2) and file information under sub-section (4) or required to take necessary steps under sub-section (4A), fails to do so or denies inspection as provided therein, a) Company shall be liable to a penalty of Rs. 1 lakh, with a further penalty of Rs.500 per day, maximum of Rs. 5 lakhs and b) Every officer of the company who is in default shall be liable to a penalty of Rs. 25000, with a further penalty of Rs. 200 for each day, maximum of Rs. 1 lakh.	
91	Power to close register of members or debenture holders or other security holders.	88 & 89	7 days prior notice to SEBI & ROC	NO E-Forms	For company & every officer in default- • Rs.5,000 per day of default; or • Rs. 1,00,000 Whichever is lower	One time -30 days Together in a year – 45 days (max) Publish in 2 newspaper (English & vernacular language)
92	Annual return.	96, 134 & 137	Sign by CS & BOD	MGT-7 MGT-7A MGT-8 MGT-9	Upto 330 days additional fees company and its every officer in default penalty of Rs. 10000 & further penalty of Rs. 100 per day & maximum of Rs. 2 lakhs for	Filing within 60 days maximum upto 330 days Maintain for 8 years.

					company and Rs. 50000 in case of an officer who is in default. When a CS certifies an AR which is not in conformity with the section, he shall be liable to a penalty of Rs. 2 lakhs.	
94	Place of keeping and inspection of registers, returns, etc.	88,89,92 & 137	10% shareholder in such place GM-SR	NO E-Forms	If company refuses to allow any inspection or taking of any extract, penalty for company & every officer in default- Rs.1,000 per day of defaulting period; or Rs.1,00,000 Whichever is lower.	Maintain for 8 years. Inspection for 2 hours in business hours.
95	Registers, etc., to be evidence.	88,89,91, 92 & 137	No resolution / approval	NO E-Forms		
96	Annual general meeting	92, 97, 99, 116, 117, 121 & 137	ROC approval (3 months extension) All member approval for change in place of AGM	MGT-14 MGT-15	Penalty given u/s 99 -	First AGM within 9 months from end first financial year 3 Condition for subsequent AGM No Condition for OPC AGM in Registered office city in Business hours. AGM not be conducted on national Holiday AGM at any other place then RO approval of all members.
97	Power of Tribunal to call annual general meeting	96 & 99	Tribunal Approval	NO E-Forms	Penalty given u/s 99 (as given above in sec.96)	
98	Power of Tribunal to call meetings of members, etc.	99 & 100	Tribunal Approval	NO E-Forms	Penalty given u/s 99 (as given above in sec.96)	
99	Punishment for default in complying with provisions of sections 96 to 98.	96, 97 & 98	No resolution / approval	NO E-Forms	Company & every officer in default- one time default- Fine up to Rs.1,00,000 Continuing default- A further fine up to Rs.5,000 per day for defaulting period.	
100	Calling of extraordinary general meeting.	98	Requisitionists approval (1/10 th of paid up capital or voting power)	NO E-Forms	Reimbursement of expenses by directors to requisitionists.	Director shall conduct EGM within 45 days if not requisitionists conduct the same in 3 months.

101	Notice of meeting.	115	95% of members approval (for shorter notice)	NO E-Forms		Accidental omission and non-receipt of notice shall not invalidate proceedings of general meeting.
102	Statement to be annexed to notice.	2(51), 20, 22, 96 & 100	No resolution / approval	NO E-Forms	Person liable – Every promoter, director, manager & KMP Penalty Higher of Fine up to Rs.50,000; or 5 x Amount of benefit to person liable	Inspection of document to be presented in GM.
103	Quorum for meetings.	92, 100, 105 & 137	No resolution / approval	NO E-Forms		If no quorum then meeting is adjourned to same day next week. If called by requisitionists it shall stand cancelled.
104	Chairman of meetings	92, 109 & 137	No resolution / approval	NO E-Forms		Chairman has casting vote
105	Proxies	103	No resolution / approval	NO E-Forms	Penalty for non-compliance of sec.105(2) - Every officer of the company who is in default shall be liable to penalty of Rs. 5000.	Every officer who issues invitation at company's expense shall be liable to fine up to Rs. 50000.
106	Restriction on voting rights.	105 & 109	No resolution / approval	NO E-Forms		AOA of Company may override whole act as to right to vote for any shares on which call is not paid or company exercised right of lien.
107	Voting by show of hands	108 & 109	No resolution / approval	NO E-Forms		
108	Voting through electronic means.	107 & 114	No resolution / approval	NO E-Forms		
109	Demand for poll.	105, 112 & 113	Chairman Power (manner of poll)	MGT-12 MGT-13		Chairman to appoint scrutinizers for poll.
110	Postal ballot.	13, 43, 48, 68, 122, 168, 180 & 186	No resolution / approval	NO E-Forms		Resolution passed by postal ballot shall be deemed to have been duly passed at GM.
111	Circulation of members' resolution.	100	Requisition (1/10 th of paid up capital or voting power)	NO E-Forms	Penalty for Company and Every officer in default shall be Rs. 25000.	
112	Representation of President and Governors in meetings.	103 & 105	No resolution / approval	NO E-Forms		All rights as given to members is given to such person appointed u/s 112

113	Representation of corporations at meeting of companies and of creditors.	103 & 105	No resolution / approval	NO E-Forms	All rights as given to members is given to such person appointed u/s 113
114	Ordinary and special resolutions.			NO E-Forms	Casting vote of chairman will not count in Special resolution.
115	Resolutions requiring special notice.	101, 140 & 169	No resolution / approval	NO E-Forms	Publish notice in 2 newspaper (English & vernacular language) Notice shall be published 7 days before the meeting
116	Resolutions passed at adjourned meeting.	114			
117	Resolutions and agreements to be filed.	102, 114 & 121	Filing with ROC	MGT-14	Additional fees in case beyond 30 days but within 300 days. Penalty for filing beyond 300 days – For Company-Penalty of Rs. 10000, with further penalty-Rs. 100 per day, max Rs 2 lakh. For every officer in default(including liquidator)- penalty of Rs. 10000 & further penalty of Rs. 100 per day, max of Rs. 50000.
118	Minutes of proceedings of general meeting, meeting of Board of Directors and other meeting and resolutions passed by postal ballot.	96, 104 & 110	No resolution / approval	NO E-Forms	Chairman have discretionary power as to inclusion or non-inclusion of any matter in minutes.
119	Inspection of minute-books of general meeting	118	No resolution / approval	NO E-Forms	In case of refusal to inspect tribunal may order immediate inspection or direct to send copy of minutes.
120	Maintenance and inspection of documents in electronic form.	91	No resolution / approval	NO E-Forms	Copies of records as maintained in e-form should be provided on payment of not exceeding Rs. 10 per page.
121	Report on annual general meeting.	96 & 117	Filing with ROC	MGT-15	

						penalty of Rs. 500 per day, max of Rs. 5 lakhs. Penalty for every officer in default- Penalty not less than Rs. 25000 with further penalty of Rs. 500 per day, max of Rs. 1 lakh.			
122	Applicability of this Chapter to One Person Company.	98, 100- 111	No resolution / approval	NO E-Forms		Sec 98 & Sec 100-Sec 111 shall not apply to OPC. Ordinary business transacted by non-opc u/s 102(2)(a) at its AGM shall be transacted by OPC as per Sec 122(3).			
123	Declaration of dividend	2(35), 2(43), 73, 74 & 124	BOD-OR GM-OR	NO E-Forms		No dividend unless past year losses or depreciation is set off against profit of current year.			
124	Unpaid Dividend Account	125 & 127	No resolution / approval	NO E-Forms		If a company fails to comply with section a) Company liable to penalty of Rs. 1 lakh with a further penalty of Rs. 500 per day, maximum of Rs. 10 lakhs and b) Every officer of co. who is in default liable to penalty of Rs. 25000, with further penalty of Rs. 100 per day, max. Rs. 2 lakh.			
125	Investor Education and Protection Fund	38, 124	CG Establish IEPF	NO E-Forms		Audit of IEPF by CAG and audited accounts & audit report forwarded to CG.			
126	Right to dividend, rights shares and bonus shares to be held in abeyance pending registration of transfer of shares.	62 & 63	No resolution / approval	NO E-Forms					
127	Punishment for failure to distribute dividends	124, 164(2)	No resolution / approval	NO E-Forms		If Company fails to pay dividend to any shareholder consequences will be as follows. a) Every Director of company who is knowingly party to default will be punishable with: (i) Fine of Rs. 1000 per day. (ii) Jail up to 2 years. b) Company liable to pay interest of 18% p.a.			

					to shareholder for delayed payment. In addition to this if the default in payment of the dividend is subsisting for continuous 1 year after end of 30 days all the directors holding the position of director will be disqualified u/s 164(2) & need to vacate office u/s 167 immediately after end of such 1 year.	
128	Books of account, etc., to be kept by company.	2(40), 2(41)	BOD-OR (for keeping books at any other place in India) & (For inspection of books) Filing with ROC	NO E-Forms	In case of contravention the officer in default will be as follows: a) MD, WTD in charge of finance/ BOD (if qualified person or CFO is not appointed). b) CFO / Qualified person appointed. (in case if the CFO / Qualified Person is appointed for maintenance of books.) The officer in default will be liable to Fine of Rs. 50,000 – Rs. 5,00,000;	
129	Financial statement.	2(40), 2(41) & 128	No resolution / approval	AOC-1	In case of contravention of section any of following persons will be considered as officer in default for the section. MD, WTD, CFO or Eligible person appointed by BOD; or And in absence of the all of above BOD of company. Officer in default liable for penalty: a) Jail upto 1 year; or b) Fine of Rs. 50,000 to Rs. 5 lakhs; or c) Both.	
129A	Periodical financial results.	129	BOD approval Filing with ROC	NO E-Forms		File copy with ROC in 30 days of completion of relevant period.
130	Re-opening of accounts on court's or Tribunal's orders.	128, 129 & 131	Court/Tribunal order	NO E-Forms		No Re-opening of accounts earlier than 8 financial years immediately PFY.
131	Voluntary revision of financial statements or Board's report	129, 130 & 134	CG to make rules Tribunal order	NO E-Forms		
132	Constitution of National Financial Reporting Authority.		No resolution / approval	NO E-Forms	In case if professional misconduct is proved against person then NFRA have power to make	Audit of NFRA by CAG and audited accounts & audit report forwarded to

					following orders – (i) Penalty from Rs. 1 lacs to 5 times of audit fees for individual CA. (ii) Penalty of Rs. 5 lacs to 10 times of audit fees for firm of CA. (iii) In addition to above NFRA can debar any individual or firm from being the member of ICAI from 6 months to 10 years.	CG. Company or Auditor if fails to comply with NFRA Rules then punishable under provisions of Section 450 of the Act.
133	CG to prescribe accounting standards	133	No resolution / approval	NO E-Forms		
134	Financial statement, Board's report, etc.	92, 129, 131, 143(12), 149(6), 178(1), 188	BOD approval	AOC-2	If a Company is in default, company liable to a penalty of Rs. 3 lakhs and Every officer of company who is in default liable to a penalty of Rs. 50,000.	BOD report shall be signed by chairman or by 2 directors (one shall be MD) if no authorisation is given to chairman of company.
135	Corporate Social Responsibility.	8, 134(3), 149(4), 198, 380(1) Schedule VII	No resolution / approval	NO E-Forms	If a company is in default in complying with provisions of sub-sec (5) or sub-sec (6), a) Company shall be liable to a penalty of twice the amount required to be transferred by company to Fund specified in Schedule VII or Unspent CSR Account, as the case may be, or Rs. 1 Cr, whichever is less, and b) Every officer of company who is in default shall be liable to a penalty of 1/10 th of amount required to be transferred by company to such Fund specified in Schedule VII, or Unspent CSR Account, as case may be, or Rs. 2 lakhs, whichever is less.	
136	Right of member to copies of audited financial statement	129	No resolution / approval	AOC-3	In case of contravention of this section by not circulating or publishing accounts or audit report or by not making it available for the inspection consequences will be as follows: a) Company will be penalised for Rs. 25000;& b) Every officer will be penalised for Rs. 5000.	FS available for inspection or circulated for shorter period than 21 days than 95% of voting power holders shall pass resolution.

137	Copy of financial statement to be filed with Registrar	92	Filing with ROC	AOC-4	a) The company shall be liable to penalty of Rs. 10,000 with a further penalty of Rs.100 per day, maximum of Rs.2,00,000 b) The officer in default (CFO/CEO/any other director appointed/BOD) shall be liable to a penalty of Rs.10000 with further penalty of Rs. 100 per day, maximum of Rs. 50,000.	Filing of accounts in XBRL form as per rule 12 (for specified companies)
138	Internal Audit.	144, 177 & 179(3)	BOD-OR	NO E-Forms		Statutory auditor of company cannot also be its internal auditor.
139(1)	Appointment of regular auditor in normal company	141	GM-OR	ADT-1	Penalty as mentioned u/s 147 given below in section 147.	
139(2)-(4)	Rotation of auditors	139(1) & 139(5)	CG to make rules	NO E-Forms	Penalty as mentioned u/s 147 given below in section 147.	Tenure of auditor - 1 term of 5 years (for Individual) & 2 terms of 5 years (for a firm) Cooling period of 5 years for both individual & firm (after completion of term of office)
139(5)	Appointment of regular auditor in Government controlled company	139(2)	CAG to appoint auditor	ADT-1	Penalty as mentioned u/s 147 given below in section 147.	
139(6)	Appointment of 1 st auditor in Normal Company		BOD-OR GM-OR	ADT-1	Penalty as mentioned u/s 147 given below in section 147.	
139(7)	Appointment of 1 st auditor in Government Controlled Company		CAG Appoints BOD appoints (if CAG fails) Members at EGM (if BOD fails)	ADT-1	Penalty as mentioned u/s 147 given below in section 147.	
139(8)	Casual Vacancy auditor	140	BM-OR Approval in GM (in case vacancy due to resignation) CAG to appoint (in case of GCC)	NO E-Forms	Penalty as mentioned u/s 147 given below in section 147.	If GM does not approve appointment done by BOD then GM shall appoint their own CVA. If CAG fails to appoint CVA in case of GCC then BOD will appoint CVA in next 30 days.
139(9)-	Reappointment & automatic			NO E-	Penalty as mentioned u/s 147 given below in	

(11)	reappointment of auditors.			Forms	section 147.	
140	Removal, resignation of auditor and giving of special notice.	115, 139(8), 447	BOD-OR GM-SR Prior Approval of CG CAG approval(in case of GCC) Order of tribunal [u/s 140(5)]	ADT-2 ADT-3	If the auditor fails to file Form ADT-3 statement of resignation as stated above auditor will be liable for penalty of Rs. 50,000 or an amount equal to remuneration of auditor, whichever is less. With further penalty of Rs. 500 per day, maximum of Rs 2 lakh.	Special notice not required in case individual auditor completed 5 years and firm completes 10 years of term of office. Statement of resignation shall be filed within 30 days in ADT-3 with Company, ROC & CAG(in case of GCC)
141	Eligibility, qualifications and disqualifications of auditors.	2(62), 2(68) 2(85), 139, 144 & 455	No resolution / approval	NO E-Forms	If auditor disqualified in any of the disqualification then he shall vacate office. Penalty as mentioned u/s 147 given below in section 147.	Practicing CA can be auditor in Max 20 Co.s (OPC, Small Company & Private company whose paid up capital is below 100 Cr not to be counted in 20)
142	Remuneration of auditors		No resolution / approval	NO E-Forms	Penalty as mentioned u/s 147 given below in section 147.	The one who appoints the auditor will decide the remuneration of auditor
143	Powers and duties of auditors and auditing standards.	92, 132, 136, 139, 137, 148 164(2) & 204,	No resolution / approval	NO E-Forms	If any auditor, cost accountant or company secretary in practice do not comply with the provisions of sub-section (12), he shall a) in case of a listed company, be liable to a penalty of Rs. 5 lakh; and b) in case of any other company, be liable to a penalty of Rs. 1 lakh.	
144	Auditor not to render certain services.	2(77), 138, 141	No resolution / approval	NO E-Forms	If auditor provides Specified services as given u/s 144(1) then auditor will be disqualified in section 141.	
145	Auditor to sign audit reports, etc.		No resolution / approval	NO E-Forms	Penalty as mentioned u/s 147 given below in section 147.	
146	Auditors to attend general meeting.		No resolution / approval	NO E-Forms	Penalty as mentioned u/s 147 given below in section 147.	
147	Punishment for contravention.	139-146	No resolution / approval	NO E-Forms	If any provision of section 139 – 146 is contravened consequences will be as follows. a) Company will be punishable for fine of Rs.25000 to Rs.5 lakhs; and b) Every officer in default will be liable for fine which shall not be less than Rs. 10000	Refund remuneration and pay damages to company, statutory bodies or creditors of company for facing any loss due to misleading statement made in audit report.

					but which may extend to Rs. 1 lakh If auditor of company contravenes any provision of sec 139, 143, 144, 145 then auditor is liable for following consequences. 1. In case of unintentional default he shall be punishable with:- a) Minimum fine:- Rs. 25000 b) Maximum fine:- lower of following Rs 5 lakhs or 4 * or Remuneration of auditor. 2. In case default made with an intention to deceive the company or its shareholders or creditors or tax authorities -he shall be punishable with- a) Jail upto 1 year; and b) <u>Fine</u> Minimum fine:- Rs.50,000 Maximum fine:-lower of following -Rs25 lakh or 8*Remuneration of auditor	
148	Central Government to specify audit of items of cost in respect of certain companies	138 & 147	CG Consultation BOD-OR	CRA-1 CRA-2 CRA-3 CRA-4	Same penalty as given u/s 147 Statutory auditor u/s139 shall not conduct cost audit.	

Important Note : Special point may vary student to student so you can add if any special points you feel in any sections.

CA NOTES COMMUNITY NETWORK

Click on Icon	QR CODE	LINK
 Join what's App group		CLICK HERE
 Join Telegram Channel		CLICK HERE
 Subscribe On Youtube		CLICK HERE
 Follow us On Instagram		CLICK HERE

BE A PART OF CNC FAMILY

CNC – CA NOTES COMMUNITY

Mail at (for complaints/feedback) – canotescommunity@gmail.com

THANK YOU

TEAM CNC

Private Company Exemptions

Exemption	Relevant Sections	Effect of Exemption
Chapter I, Clause (40) of Section 2.	Sec 2(40) Financial Statements	For the proviso, the following shall be substituted, namely:- "Provided that the financial statement, with respect to one person company, small company, dormant company and private company (if such private company is a start-up) may not include the cash flow statement;" Explanation. - For the purposes of this Act, the term 'start-up' or "start-up company" means a private company incorporated under the Companies Act, 2013 (18 of 2013) or the Companies Act, 1956 (1 of 1956) and recognised as start-up in accordance with the notification issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry".
Chapter I, sub-clause (viii) of clause (76) of section 2.	Sec 188 Related Parties Transaction	Shall not apply with respect to section 188
Chapter IV, section 43 and section 47	Sec 43 - Kinds of shares Sec 47 - Voting rights	Shall not apply where MOA or AOA of private company so provides.
Chapter IV, sub-clause (j) of clause (a) of sub-section (1) and (2) of section 62	Sec 62 - Further Issue of Share Capital	In Sub-clause (i) of clause (a) of Sub-section (1) and Sub-section (2) of section 62 the following proviso shall be inserted Provided that notwithstanding anything contained in this sub-clause and sub-section (2) of this section, in case 90%, of the members of a private company have given their consent in writing or in electronic mode, the periods lesser than those specified in the said sub-clause or sub-section shall apply.
Chapter IV, sub-clause (j) of clause (a) of sub-section (1) and (2) of section 62	Sec 62 - Further Issue of Share Capital	In clause (b) of Sub-section (1) of section 62 for the words "special resolution", the words "ordinary resolution" shall be substituted
Chapter IV, section 67	Sec 67 - Restrictions on Purchase by Company or Giving of Loans by it for Purchase of its Shares	section 67 shall not apply to a private company- (a) in whose share capital no other body corporate has invested any money; (b) if the borrowings of such a company from banks or financial institutions or any body corporate is less than twice its paid up share capital or 50 crore rupees, whichever is lower; and (c) such a company is not in default in repayment of such borrowings subsisting at the time of making transactions under this section
Chapter V, clauses (a) to (e) of sub-section (2) of section 73	Sec 73 - Prohibition on acceptance of deposits from public.	Clause (a) to (e) of Sub-section 2 of Section 73 shall not apply to private Companies (A) which accepts from its members monies not exceeding 100% . of aggregate of the paid up share capital, free reserves and securities premium account; or (B) which is a start-up, for five years from the date of its incorporation; or (C) which fulfills all of the following conditions, namely:- (i) which is not an associate or a subsidiary company of any other company; (ii) if the borrowings of such a company from banks or financial institutions or any body corporate is less than twice of its paid

Topic : Common things at One place

		up share capital or 50 crore rupees, whichever is lower; and (iii) such a company has not defaulted in the repayment of such borrowings subsisting at the time of accepting deposits under this section: Provided that the company referred to in clauses (A), (B) or (C) shall file the details of monies accepted to the Registrar in such manner as may be specified."
Chapter VII, clause (g) of sub-section (1) of section 92	Sec 92 – Annual returns	Shall apply to private companies which are small companies, namely: (g) aggregate amount of remuneration drawn by directors.
Chapter VII, proviso to sub-section (1) of section 92	Sec 92 – Annual returns	for the proviso the following proviso shall be substituted, namely:- "Provided that in relation to One Person Company, small company and private company (if such private company is a start-up), the annual return shall be signed by the company secretary, or where there is no company secretary, by the director of the company."
Chapter VII, section 101 to 107 and section 109	Sec 101 to 107 & Sec 109	Shall apply unless otherwise specified in respective sections or AOA of the company provide otherwise
Chapter VII, clause (g) of sub-section (3) of section 117	Sec 117 - Resolutions and Agreements to be Filed	clause (g) of Sub-section 3 of section 117 shall not apply
Chapter X, Clause (g) of sub-section (3) of section 141.	Sec 141 Disqualification of Auditor	Section 141(3) deals with conditions for eligibility for appointment as an auditor of a company. Section 143(3)(g) limits the number of audits by an auditor to 20 companies. OPCs, Dormant Cos., Small Cos. and Pvt. Cos. having paid-up share capital less than Rs 100 cr are excluded from this limit.
Chapter X, Clause (i) of sub-section (3) of section 143	Sec 143 - Powers and duties of auditors and auditing standards.	Shall not apply to a private company:- (i) which is a OPC or a small company; or (ii) which has turnover less than rupees 50 crores as per latest audited financial statement and which has aggregate borrowings from banks or financial institutions or any body corporate at any point of time during the financial year less than rupees 25 crore."

Sec 8 Company Exemptions

<u>Exemption</u>	<u>Relevant Sections</u>	<u>Effect of Exemption</u>
Clause (24) of section 2	Sec 2(24)	The provisions of Clause (24) of section 2 shall not apply
Clause (68) of section 2	Sec 2(68) – Private Company	The requirement of having minimum paid up share capital shall not apply.
Clause (71) of section 2	Sec 2(71) – Public Company	The requirement of having minimum paid up share capital shall not apply.
Sub-section (2) of section 96	Sec 96 – Annual General Meeting	In Sub-section (2) of Section 96 after the proviso and before the explanation the following proviso shall be inserted ; Provided further that the time, date and place of each annual general meeting are decided upon before-hand by the Board of Directors having regard to the directions, if any, given in this regard by the company in its general meeting.
Sub-section (1) of section 101	Sec 101 – Ordinary notice	in clause (1) of Sub-section (1) of section 101 for the words "21 days", the words "14 days" shall be substituted.
Section 118	Sec 118 - Minutes	The section shall not apply as a whole except that minutes may be recorded within thirty days of the conclusion of every meeting in case

Topic : Common things at One place

		of companies where the articles of association provide for confirmation of minutes by circulation
Sub-section (1) of section 136.	Sec 136 - Copies of Financial statements and audit report inspection	in clause (1) of Sub-section (1) of section 101 for the words "21 days", the words "14 days" shall be substituted.

Government Company Exemptions

Exemption	Relevant Sections	Effect of Exemption
Chapter I, clause (45) of section 2	2(45) Government Company	Explanation.- For the purposes of this clause, the "paid up share capital " shall be construed as "total voting power ", where shares with differential voting rights have been issued.
Chapter II, section 4	4 Memorandum	In Section 4, in sub-section (1), in clause (a), the words "in the case of a public limited company, or the last words "Private Limited" in the case of a private limited company" shall be omitted.
Chapter IV, section 56.	56 Transfer and Transmission of Securities	In Sub-section (1) of Section 56, after the proviso, the following provisos shall be inserted, namely' - Provided further that the provisions of this sub-section, in so far as it requires a proper instrument of transfer, to be duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee, shall not apply with respect to bonds issued by a Government company, provided that an intimation by the transferee specifying his name, address and occupation, if any, has been delivered to the company along with the certificate relating to the bond; and if no such certificate is in existence, along with the letter of allotment of the bond: Provided also that the provisions of this sub-section shall not apply to a Government Company in respect of securities held by nominees of the Government.
Chapter VII section 89	89 Declaration in Respect of Beneficial Interest in any Share	Section 89 shall not apply
Chapter VII section 90	90 Register of significant beneficial owners in a company	Section 90 shall not apply
Chapter VII sub-section (2) of section 96	96 Annual General Meeting	in Sub- section (2) of Section 96 for words "some other place within the city, town or village in which the registered office of the company is situate", the words "such other place as Central Government may approve in this behalf" shall be substituted.
Chapter VIII, second proviso to sub-section (1) of section 123.	Sec 123 Declaration of Dividend	In case of inadequate profit in the current year the Government company can declare dividend out of accumulated profit without following the rules required to declare the dividend out of such accumulated profit.
Chapter VIII, sub-section (4)	Sec 123(4) Transfer of	Section 123(4) states that the amount of dividend, including interim dividend, shall be deposited in a scheduled bank in a separate bank in

Topic : Common things at One place

of section 123	dividend to separate account	a separate account within five days from the date of declaration of such dividend. It does not apply to a Government Co. in which the entire paid up share capital is held by the Central Government, or by any State Government or Governments or by the Central Government and one or more State Governments or by one or more Govt. Co.
Chapter IX, section 129.	Sec 129 Financial statement	The provisions of sec 129 which applies the financial statement requires the compliance of all AS including the AS 17 segment reporting. The same provision relating to AS 117 is not applicable to Government company.
Chapter IX, clause (e) of sub-section (3) of sec. 134	134(3) Contents of Board's Report	The Board's report shall disclose the company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178. It shall not apply to Government Companies.
Chapter IX, clause (p) of sub-section (3) of section 134.	134(3) Contents of Board's Report	The board report shall disclose a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors. In case the directors are evaluated by the Ministry or Department of the Central Government which is administratively in charge of the Co., the State Government, as per its own evaluation methodology shall not be liable for such statement and its comments.

IFSC Company Exemptions

<u>Exemption</u>	<u>Relevant Sections</u>	<u>Effect of Exemption</u>
Clause (41) of section 2	2(41)	In Clause (41) of section 2 after the second proviso, the following proviso shall be - "Provided also that in case of a Specified IFSC public company, which is a subsidiary of a foreign company, the financial year of the subsidiary may be same as the financial year of its holding company and approval of the Tribunal shall not be required."
Sub-clause (viii) of clause (76) of section 2	Sec 188 Related Parties Transaction	Shall not apply with respect to section 188.
sub- section (2) of section 3	Sec 3	In Sub-section (2) of section 3 the following proviso shall be inserted, namely :- "Provided that a Specified IFSC public company shall be formed only as a company limited by shares."
Clause (a) of sub-section (1) of section 4	Sec 4 Memorandum	Clause (a) of sub - section (1) of section 4 after the proviso, the following proviso shall be inserted, namely:- "Provided further that a Specified IFSC Public Company shall have the suffix "International Financial Service Company" or "IFSC" as part of its name."
Clause (c) of sub-section (1) of section 4	Sec 4 Memorandum	Clause (c) of subsection (1) of section 4 the following proviso shall be inserted, namely:- "Provided that a Specified IFSC Public Company shall state its objects to do financial services activities, as permitted under the Special Economic Zones Act, 2005 (28 of 2005) read with the Special Economic Zones Rules, 2006 and any matter considered necessary in furtherance thereof, in accordance with license to operate, from International Financial Services Centre located in an approved multi services Special Economic Zone, granted by the Reserve Bank of India or the Securities and Exchange Board of India or the Insurance Regulatory and Development Authority of India."

Topic : Common things at One place

Sub-section (1) of section 12	Sec 12 Registered Office of Company	Sub-section (1) of section 12 the following proviso shall be inserted, namely:- "Provided that a Specified IFSC Public Company shall have its registered office at the International Financial Services Centre located in the approved multi services Special Economic Zone set-up under the Special Economic Zones Act, 2005 read with the Special Economic Zones Rules, 2006, where it is licensed to operate, at all times."
Sub-section (2) of section 12	Sec 12 Registered Office of Company	In sub-section (2) of Section 12 for the words "thirty days" read as "sixty days"
Sub-section (4) of section 12	Sec 12 Registered Office of Company	In Sub-section (4) of section 12 For the words "fifteen days" read as "sixty days"
Sub-section (5) of section 12	Sec 12 Registered Office of Company	In Sub-section (5) of section 12 the following sub-section shall be substituted, namely:- "(5) Except on the authority of a resolution passed by the Board of Directors, the registered office of the Specified IFSC Public Company shall not be changed from one place to another within the International Financial Services Centre: Provided that the Specified IFSC Public Company shall not change the place of its registered office to any other place outside the said International Financial Services Centre."
Section 21	Sec 21 Authentication of Documents, Proceedings and Contracts	For the words "an officer" read as "an officer or any other person"
Sub-section (3) & (7) of section 42	Sec 42 Private Placement	Shall not apply
Sub-section (6) of section 42	Sec 42 Private Placement	For the words "sixty days" at both places read as "ninety days".
Section 43	Sec 43 Kinds of Shares	Shall not apply to specified IFSC Company, where MOA or AOA of such company provides for it.
Section 47	Sec 47 Voting rights	Shall not apply to specified IFSC Company, where MOA or AOA of such company provides for it.
Clause (c) of sub-section (1) of section 54	Sec 54 Issue of sweat equity shares	Shall not apply
Sub-section (4) of section 56	Sec 56 Transfer and Transmission of Securities	In sub-section (4) of section 56 ,after the proviso, the following proviso shall be inserted, namely:- "Provided further that a Specified IFSC public company shall deliver the certificates of all securities to subscribers after incorporation, allotment, transfer or transmission within a period of sixty days."
Clause (a) of sub-section (1) of section 62	Sec 62 Further Issue of Share Capital	In clause (a) of sub-section (1), the following proviso shall be inserted, namely:- "Provided that notwithstanding anything contained in sub-clause (i), in case of a Specified IFSC public company, the periods lesser than those specified in the said sub-clause shall apply if ninety per cent. of the members have given their consent in writing or in electronic mode."
Clause (b) of sub-section (1) of section 62	Sec 62 Further Issue of Share Capital	For the words "special resolution" read as "ordinary resolution"

Topic : Common things at One place

Chapter IV, section 67	Sec 67 - Restrictions on Purchase by Company or Giving of Loans by it for Purchase of its Shares	section 67 Shall not apply to a Specified IFSC public company- (a) in whose share capital no other body corporate has invested any money; (b) if the borrowings of such 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; and (c) such a company is not in default in repayment of such borrowings subsisting at the time of making transactions under this section.
Chapter V, clauses (a) to (e) of sub-section (2) of section 73	Sec 73 - Prohibition on acceptance of deposits from public.	Clauses (a) to (e) of subsection (2) of section 73 Shall not apply to a Specified IFSC public company which accepts from its members, monies not exceeding one hundred per cent. of aggregate of the paid up share capital and free reserves, and such company shall file the details of monies so accepted to the Registrar in such manner as may be specified
Sub-section (1) of section 82	Sec 82 Company to Report Satisfaction of Charge	In Sub-section (1) of section 82 the following proviso shall be inserted, namely:- "Provided that in case of a Specified IFSC public company, the Registrar may, on an application by the company, allow such registration to be made within a period of three hundred days of such creation on payment of such additional fees as may be prescribed."
Sub-section (6) of section 89	Sec 89 Declaration in Respect of Beneficial Interest in any Share	For the words "thirty days" read as "sixty days".
Sub-section (3) of section 92	Sec 92 Annual Returns	Shall not apply
Sub-section (1) of section 100	Sec 100 Calling of Extraordinary General Meeting	In sub-section (1) of section 100, the following proviso shall be inserted, namely:- "Provided that in case of a Specified IFSC company, the Board may subject to the consent of all the shareholders, convene its extraordinary general meeting at any place within or outside India."
Section 101 to 107 and section 109	Sec 196 Appointment of Managing Director, Whole-time Director or Manager	Shall apply in case of a specified IFSC public company , unless otherwise specified in AOA of company.

Penalty Chart

Section	Penalty to	Penalty levied in case of
Preliminary & Basics of Company Law		
2(62)	One Person Company or any officer	If OPC or any officer of such company contravenes provisions, they shall be punishable with fine which may extend to Rs. 10,000 + Rs. 1000 per day after the first day during which such contravention continues.
	Any person/persons who does improper use Limited or Private Limited	Punishment for improper use of Limited or "Private Limited" Such offence will be punishable with fine of Rs. 500 to Rs. 2000 per day during use of such name
Incorporation of Company and Matters Incidental Thereto		
4	Company	If after such registration it is found that the registration of name was done by furnishing wrongful or incorrect information then- a) If such company is yet to be incorporated, then said name will be cancelled and penalty up to Rs. 100000 can be imposed. b) If the company is incorporated, then it will be ordered to either: - i. change the said name or ii. appeal for winding up of the company by passing the resolution within a period of 3 months iii. take action for striking off the name of the company from the register of companies; iv. make a petition for winding up of the company.
7	Any person	If any person furnishes any false or incorrect particulars of any information or suppresses any material information, of which he is aware in any of the documents filed with the Registrar in relation to the registration of a company, he shall be liable for action under section 447 as follows: a) 6 months to 10 years of jail; &/or b) Penalty - amount of fraud to 3 times of amount of fraud.
8	Company & Director and Officer in default	If Company makes any default in complying any provisions of the section then the company will be liable to: a) Fine of minimum 10 lakhs up to Rs. 1 crores, and b) Every director and any other officer who is found guilty for such default will be punishable with Fine of Rs. 25000 to 25 lakhs
12	Company & Every officer	If any of default is made to comply with provisions of this section- Company & Every officer who is found liable for default will have to pay penalty of Rs. 1000 for every day during which such default continues but not exceeding Rs. 1 lakh
14	Company & Every officer	If a company makes any default in complying with provisions, Company and every officer who is in default shall be liable to a penalty of Rs. 1000 for every copy of the articles issued without such alteration.
15	Company and Every officer who is in default	If a company makes any default in complying with the provisions of sub-section (1), the company and every officer who is in default shall be liable to a penalty of Rs. 1000 for every copy of the memorandum or articles issued without such alteration.
16	Company & Every officer	If any default is made by the company in following the provisions of this section then:

Topic : Common things at One place

		a) Company will be liable to pay penalty equal to Rs.1000 per day till default continues, and b) Every officer concerned will be liable to penalty of Rs.5000 to Rs. 1 lakhs.
17	Company & Every officer	In case of default, the company and every officer who is in default shall be liable for each default, to a penalty of Rs. 1000 for each day during which such default continues or Rs 1 lakh , whichever is less.
Prospectus and Allotment of Securities		
26	Company & Every person who is knowingly a party	Company & Every person who is knowingly a party to the issue of such prospectus, shall be punishable with fine Rs. 50000 to Rs 3 lakh.
39	Company & Every Officer in default	In case a company fails to return the amount to subscribers u/s 39(3) or in filing the return of allotment with ROC u/s 39(4), it shall be, with every officer in default, liable to penalty. Penalty: Rs.1,000 per day of default being continued, Or Rs. 1,00,000 whichever is less.
40	Company & Every officer in default	Penalty for default will be as under- For Company- $\text{Rs.5,00,000} \leq \text{Fine} \leq \text{Rs.50,00,000}$ For every officer in default - $\text{Rs.50,000} \leq \text{Fine} \leq \text{Rs.3,00,000}$
42	Company, Promoters, Directors	If a company makes an offer or accepts monies in contravention of this section; Persons liable – Company, Promoters, Directors Penalty – Amount involved in offer, or Rs. 2 Cr. Whichever is lower And Company shall refund all monies to subscribers within 30 days of the order imposing the penalty.
Share Capital and Debentures		
46	Company & Every officer in default	Penalty when a company, with intent to defraud, issues a duplicate share certificate : For company – $5 \times \text{Face value} \leq \text{Fine} \leq (10 \times \text{Face value OR Rs. 10 crores})$ whichever is higher. For every officer in default – Liable for action u/s 447
53	Company & Every officer in default	Where any company fails to comply with provisions of this section, a) Company & every officer who is in default shall be liable to a penalty which may extend to an amount equal to amount raised through issue of shares at a discount or 5 lakh rupees, whichever is less, and b) Company shall also be liable to refund all monies received with interest at rate of 12% p.a. from date of issue of such shares to persons to whom such shares have been issued.
56	Company & Every officer in default	Where any default is made in complying with the provisions of sub-sections (1) to (5), the company and every officer of the company who is in default shall be liable to a penalty of Rs. 50,000.
57	Any person	Any person who deceitfully personates owner of any security and thereby attempts to obtain any such security or amount from such security shall be punishable with- 1 year $\leq$ Jail $\leq$ 3 years AND $\text{Rs.1,00,000} \leq \text{Fine} \leq \text{Rs.5,00,000}.$
58	Any Person	If a person contravenes the order of the tribunal he shall be punishable a) With Jail of 1 year to 3 years and b) With fine of Rs. 1 lakh to 5 lakh.
64	Company & Every officer in	Where any company fails to comply with the provisions of sub-

Topic : Common things at One place

	default	section (1), such company and every officer who is in default shall be liable to a penalty of Rs.500 for each day during which such default continues, subject to a maximum of Rs. 5 lakhs in case of a company and Rs. 1 lakh in case of an officer who is in default
67	Company & Every officer in default	Penalty for Company- Rs.1,00,000 ≤ Fine ≤ Rs.25,00,000 Penalty for every officer in default: Jail ≤ 3 Years And Rs.1,00,000 ≤ Fine ≤ Rs.25,00,000
68	Company & Every officer in default	If a company makes any default in complying with the provisions of this section or with SEBI regulations, penalty shall be as under- For Company- Rs.1,00,000 ≤ Fine ≤ Rs.3,00,000 For Every officer in default- Rs.1,00,000 ≤ Fine ≤ Rs.3,00,000

Acceptance of Deposits By Companies

74	Company, Every officer or CS who is in default	If a company fails to repay within prescribed time or such extended time allowed by the Tribunal- • The deposit; or • Any part of deposit; or • Any interest thereon, Penalty shall be as under- For Company- Rs.1,00,00,000 ≤ Fine ≤ Rs.10,00,00,000 (This penalty shall be in addition to the amount of repayment of-Deposit/part of deposit + Interest due thereon if any) For every officer in default- Jail up to 7 Years, And/OrRs.25,00,000 ≤ Fine ≤ Rs.2,00,00,000
76A	Company & Every Officer in default	Where company act in contravention of section 73or 76 or fails to repay deposits or interest then: a) the company shall, in addition to the payment of the amount of deposit or part thereof and the interest due, be punishable with fine which shall not be less than Rs. 1 cr or twice the amount of deposit accepted by the company, whichever is lower rupees but which may extend to Rs. 10 cr and Filed with ROC before making such invitation b) every officer of company who is in default shall be punishable with imprisonment up to 7 years & with fine which shall not be less than Rs 25 lakhs but which may extend to Rs. 2 Cr c) if officer done it willfully liable u/s 447

Registration of Charges

86	Company and Every officer who is in default	Penalty for contravention of any provision of chapter VI For Company-Rs.5,00,000 For every officer in default- Rs.50,000 If any person willfully furnishes any false or incorrect information or knowingly suppresses any material information, required to be registered in accordance with the provisions of section 77, he shall be liable for action under section 447.
----	---	---

Management and Administration

88	Company & Every officer in default	Penalty for non-compliance with the provisions of the section for company and every officer in default- a. For Company-Rs.3,00,000 b. For every officer in default - Rs.50,000
89(5)	Beneficial Owner	Punishment when a person liable to make a declaration under subsection (1), (2) or (3) fails to do so, without any reasonable cause-

Topic : Common things at One place

		For One time failure- Fine $\leq$ Rs.50,000 For Continuing failure- A further fine Rs.200 per day subject to maximum of Rs.500,000
89(7)	Company	Where a company fails to file a return as above within prescribed time(270 days)- Penalty for company and every officer in default- penalty of Rs. 1000 for each day during which such failure continues, subject to a maximum of Rs. 5 lakhs in the case of a company and Rs. 2 lakhs in case of an officer who is in default.
90	Any person who required to make declaration	If any person fails to make a declaration as required under sub-section (1), he shall be liable to a penalty of Rs. 50000 and in case of continuing failure, with a further penalty of Rs. 1000 for each day after the first during which such failure continues, subject to a maximum of Rs.2 lakh
90	Company & Every officer in default	If a company, required to maintain register under sub-section (2) and file the information under sub-section (4) or required to take necessary steps under sub-section (4A), fails to do so or denies inspection as provided therein, a) Company shall be liable to a penalty of Rs. 1 lakh and in case of continuing failure, with a further penalty of Rs.500 for each day, after the first during which such failure continues, subject to a maximum of Rs. 5 lakhs and b) Every officer of the company who is in default shall be liable to a penalty of Rs. 25000 and in case of continuing failure, with a further penalty of Rs. 200 for each day, after the first during which such failure continues, subject to a maximum of Rs. 1 lakh .
90	Any person who willfully furnishes any such information	If any person wilfully furnishes any false or incorrect information or suppresses any material information of which he is aware in the declaration made under this section, he shall be liable to action under section 447 .
91	Company & Every officer in default	Penalty for every day during which the register is kept closed in contravention of sec. 91 of the Companies Act, 2013- For company and every officer in default- - Rs.5,000 per day of default; or - Rs. 1,00,000 Whichever is lower
92(5)	Company & Every officer in default	Where Company fails to file even within 270 days from the expiry of 60 days time-limit (i.e., fails to file within 330 days of date of holding AGM/date on which AGM should have been held),penalty shall be as under- such company and its every officer who is in default shall be liable to a penalty of Rs. 10000 and in case of continuing failure, with further penalty of Rs. 1000 for each day during which such failure continues, subject to a maximum of Rs. 2 lakhs in case of a company and Rs. 50000 in case of an officer who is in default.
92(6)	Company Secretary	When a CS certifies an AR which is not in conformity with the requirements of this section or the applicable rules, he shall be liable to a penalty of Rs. 2 lakhs .
94	Company & Every officer in default	If company refuses to allow any inspection or taking of any extract, penalty for the company & every officer in default shall be as under- Rs.1,000 per day of defaulting period; or Rs.1,00,000 Whichever is lower.
99	Company & Every officer in default	If any default is made in- (i) Holding a meeting of a company as per sec 96, 97 or 98; or

Topic : Common things at One place

		(ii) Complying with any directions of the Tribunal. Penalty for the company and every officer in default- For one time default- Fine up to Rs.1,00,000 For continuing default- A further fine up to Rs.5,000 per day for the defaulting period.
102	Every director, promoter, Manager , Any KMP who is in default	Higher of Fine up to Rs.50,000; or 5 x Amount of benefit to person liable
105	Every officer in default	Every officer of the company who is in default shall be liable to penalty of Rs. 5000.
111	Company & Every officer in default	Penalty for Company and Every officer in default shall be Rs. 25000.
117	Company & Every officer in default	Penalty for filing beyond 300 days -For the Company- Penalty of Rs. 10000 and in case of continuing failure, with further penalty of Rs. 100 for each day after the first during which such failure continues, subject to a maximum of Rs. 2 lakh. For every officer in default(including liquidator if any)- penalty of Rs. 10000 and in case of continuing failure, with further penalty of Rs. 100 for each day after the first during which such failure continues, subject to a maximum of Rs. 50000.
118(11)	Company & Every officer in default	Penalty for Company-Rs.25,000 & For every officer in default-Rs.5,000
118(12)		Punishment for tampering with the minutes: Jail up to 2 years AND Rs.25,000 ≤ Fine ≤ Rs.1,00,000
119	Company & Every officer in default	Penalty shall be there if any inspection under subsection (1) is- (i) Refused; or (ii) Not furnished within specified time For Company-Rs.25,000 For every officer in default-Rs.5,000 for each refusal or default
120	Company & Every officer in default	Company & every officer in default punishable with fine of Rs. 5000 with further penalty of Rs 500 per day till the default continues.
121	Company & Every officer in default	If a company fails to file the report under sub-section (2) within prescribed time- Penalty for company liable to a penalty of Rs. 1 lakh and in case of continuing failure, with further penalty of Rs. 500 for each day after the first during which such failure continues, subject to a maximum of Rs. 5 lakhs. Penalty for every officer in default- a penalty which shall not be less than Rs. 25000 and in case of continuing failure, with further penalty of Rs. 500 for each day after the first during which such failure continues, subject to a maximum of Rs. 1 lakh.
Declaration and Payment of Dividend		
124	Company & Every officer in default	If a company fails to comply with any of the requirements of this section, such a) Company shall be liable to a penalty of Rs. 1 lakh and in case of continuing failure, with a further penalty of Rs. 500 for each day after the first during which such failure continues, subject to a maximum of Rs. 10 lakhs and b) Every officer of the company who is in default shall be liable to a penalty of Rs. 25000 and in case of continuing failure, with a further penalty of Rs. 100 for each day after

Topic : Common things at One place

		the first during which such failure continues, subject to a maximum of two lakh rupees.
127	Every Director of Company and Company	In such situation if the company fails to pay the dividend to any shareholder in the above manner then the consequences will be as follows. a) Every Director of the company who is knowingly party to default will be punishable with: (i) Fine of Rs. 1000 per day. (ii) Jail up to 2 years. b) Company will be liable to pay the simple interest of 18% per annum to the shareholder for delayed payment. In addition to this if the default in payment of the dividend is subsisting for continuous 1 year after end of 30 days all the directors holding the position of the director will be disqualified u/s 164(2) and need to vacate the office u/s 167 immediately after end of such 1 year.
Accounts of Companies		
128	The officer in default	Normally the duty of maintenance of books of accounts is of the MD / WTD / BOD. But if they feel so they can transfer the duty to CFO / any other qualified person. In case of contravention the officer in default will be as follows: a) MD, WTD in charge of finance/ BOD (if qualified person or CFO is not appointed). b) CFO / Qualified person appointed. (in case if the CFO / Qualified Person is appointed for maintenance of books.) The officer in default in above case will be liable to the following penalty. Fine of Rs. 50,000 – Rs. 5,00,000;
129	The officer in default	In case of contravention of the section any of the following persons will be considered as officer in default for the section. a) MD, WTD, CFO or Eligible person appointed by BOD; or b) And in absence of the all of the above the BOD of the company. The officer in default as stated above will be liable for the following penalty: a) Jail upto 1 year; or b) Fine of Rs. 50,000 to Rs. 5 lakhs; or c) Both.
132	CA or CA Firm	In case if the professional misconduct is proved against the person then NFRA have power to make following orders – (i) Penalty from Rs. 1 lacs to 5 times of audit fees for individual CA. (ii) Penalty of Rs. 5 lacs to 10 times of audit fees for firm of CA. (iii) In addition to above the NFRA can debar any individual or the firm from being the member of ICAI from 6 months to 10 years.
134	Company & Every officer in default	If a company is in default in complying with the provisions of this section: Company shall be liable to a penalty of Rs. 3 lakhs and Every officer of the company who is in default shall be liable to a penalty of Rs. 50000.
135	Company & Every officer in default	If a company is in default in complying with the provisions of sub-section (5) or sub-section (6), Company shall be liable to a penalty of twice the amount required to be transferred by the

Topic : Common things at One place

		company to the Fund specified in Schedule VII or the Unspent Corporate Social Responsibility Account, as the case may be, or Rs. 1 Crore , whichever is less, and Every officer of the company who is in default shall be liable to a penalty of 1/10th of the amount required to be transferred by the company to such Fund specified in Schedule VII, or the Unspent Corporate Social Responsibility Account, as the case may be, or Rs. 2 lakhs , whichever is less.
136	Company & Every officer in default	In case of contravention of this section by not circulating or publishing the accounts or audit report or by not making it available for the inspection the consequences will be as follows: a) Company will be penalised with Rs. 25000 ; and b) Every officer will be penalised with Rs. 5000 .
137	Company & Every officer in default	If company fails to file the Financial statement or other required documents as required by section 137(1) or 137(2) as the case may be, before the expiry of the period specified therein then consequences will be as follows. a) The company shall be liable to penalty of Rs. 10,000 and for a continuing failure with a further penalty of Rs.100 for each day during which such failures continues subject to maximum of Rs.2,00,000 b) The officer in default (CFO or CEO or any other director appointed or BOD) shall be liable to: - a penalty of Rs.10000 and - in case of continuing failure, with further penalty of one hundred rupees for each day after the first during which such failure continues subject to a maximum of Rs. 50,000.
Audit and Auditors		
140	The Auditor	If the auditor fails to file Form ADT-3 statement of resignation as stated above the auditor will be liable for the penalty of Rs. 50,000 or an amount equal to the remuneration of the auditor, whichever is less. and in case of continuing failure, with further penalty of Rs. 500 for each day after the first during which such failure continues, subject to a maximum of Rs 2 lakh .
143(12)	Auditor, Cost Accountant or Company Secretary in practice	If any auditor, cost accountant or company secretary in practice do not comply with the provisions of sub-section (12), he shall a) in case of a listed company, be liable to a penalty of Rs. 5 lakh; and b) in case of any other company, be liable to a penalty of Rs. 1 lakh.
147(1)	Company & Every officer in default	If any provision of section 139 – 146 is contravened the consequences will be as follows. a) The company will be punishable for the fine of Rs.25000 to Rs.5 lakhs; and b) Every officer in default will be liable for: fine which shall not be less than ten thousand rupees but which may extend to one lakh rupees.
147(2)	Auditor of Company	If auditor of company contravenes any provision of sec 139, 143, 144, 145 then the auditor is liable for following consequences. 1. In case of unintentional default he shall be punishable with:-

		a) Minimum fine:- Rs. 25000 b) Maximum fine:- lower of the following i. Rs 5 lakhs or 4 * ii. Remuneration of the auditor. 2. In case default made with an intention to deceive the company or its shareholders or creditors or tax authorities -he shall be punishable with- a) Jail upto 1 year; and b) <u>Fine</u> i. Minimum fine:- Rs.50,000 ii. Maximum fine:- lower of the following Rs.25 lakh or 8 * Remuneration of the auditor
148	Cost Auditor	If the section is contravened the consequences are as follows. The company and every officer in default shall carry the same liability as specified in sec 147(1) as follows. a) The company will be punishable for the fine of Rs. 25000 to Rs 5 lakhs; and b) Every officer in default will be liable for: fine which shall not be less than ten thousand rupees but which may extend to one lakh rupees. The cost auditor in default will be liable to penalty u/s 147(2) to (4) as follows: 1. In case of unintentional default - he shall be punishable with:- a) Minimum fine:- Rs. 25000 b) Maximum fine:- lower of the following i. Rs 5 lakhs or ii. 4 * Remuneration of auditor. 2. In case default made with an intention to deceive the company or its shareholders or creditors or tax authorities - he shall be punishable with- a) Jail upto 1 year; and b) <u>Fine</u> i. Minimum fine:- Rs.50,000 ii. Maximum fine:- lower of the following Rs.25 lakh or 8 * Remuneration of the auditor Where an auditor has been convicted under sub-section (2), he shall be liable to— (i) refund the remuneration received by him to the company; and (ii) pay for damages to the company, statutory bodies or authorities or to any other persons for loss arising out of incorrect or misleading statements of particulars made in his audit report.

Resolutions

General Meeting – Ordinary Resolution Chart

Section No.	Particulars
4	Where Registrar direct to change the name of the company within 3 months
16	Where Central Government direct to change the name of the company within 3/6 months
61	Alteration of Memorandum of Association (Increase /Consolidate/ sub-divide/ convert/ cancellation of Share Capital)
63	Capitalization of Company profit or Reserves to issue fully paid bonus shares
65	Unlimited company to provide for reserve share capital on conversion into a limited company
73 & 76	Accepting deposits from public
102 read with 123, 139, 140, 142, 152	Ordinary Business transacted at Annual General Meeting only
148	Fixing of Remuneration of Cost Accountant

General Meeting Special Resolution Chart

Section No.	Particulars
5	Alteration of Article Of Association while converting from Private Limited to Public Limited and Vice Versa
12	To change the Registered office of the company outside the Local limits of the city, town or village
13	For Alteration of Memorandum of Association of the Company
14	For Alteration of Article of Association of the Company
13 & 27	Change in the Object Clause of Memorandum of Association of the Company
54	Issue of Sweat Equity Shares (Except this share cannot be issued at discount)
62	For issuing further shares to Employees of the Company under the scheme of Employee Stock Option Plan & to determine the terms of issuing Debentures convertible into shares
66	Reduction of Share Capital
68	a) Buy Back of Shares
71	To issue Debenture convertible into shares , wholly or partly
140	a) Removal of Auditor appointed U/s 139 before expiry of his term and after approval of Central Government

BOD Ordinary Resolution Chart

Section No.	Particulars
2(41)	For change in Financial year of the company as 1 st April to 31 st March every year
2(41)	For Approval for adoption of Financial Year of the Company as 1st January to 31 December (or any other financial year other than April to March) every year
5	For Entrenchment of Articles of Association of Company
7	For Issue of NOC for use of same premises as the Registered Office while incorporating new Company
7	For granting NOC to use common name while incorporating a new company
7	For Authorization for Subscribing, Signing and Executing the Memorandum of

Topic : Common things at One place

	Association 8 Articles of Association for combined Subscribers approval while incorporating a new Company
12	For change in Registered office address of the Company within local limits
13	For application for reservation of name for changing the Name of the Company.
14	For Alteration of Articles of Association of the Company
42	For Issue of Shares on Private Placement basis and approval of Letter of Offer in Form PAS-4 & Record of Private Placement in form PAS-5
46	For approval of format of Share Certificates and Debentures
56	For registration of transfer of Shares & For Split of Shares Certificates
64	To Increase the Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company
96	For making application to the Registrar of Companies for Extension of Time for holding the Annual General Meeting
101	To approve the draft notice for convening Annual General Meeting/Extraordinary General Meeting of the Company
113	For general authorization to attend the any General Meeting as representative of a Body corporate shareholder
113	For Authorization to attend a specific Annual General Meeting of a Company as representative of a Body corporate shareholder
123	For Recommendation of Final Dividend
123(3)	For Declaration of Interim Dividend
134	For consideration and approval of the draft Director's Report
135	For constitution of Corporate Social Responsibility (CSR) Committee & For approval of Corporate Social Responsibility policy
137	a) For consideration and take note of the Audited Annual Financial Statements and the Auditors' Report thereon of the Subsidiary Company b) For consideration and approval of draft Annual Financial Statement of Company c) To take note of Auditor's Report and approval of Audited Annual Financial Statement of the Company d) For grant of authority to file the Annual Forms with Ministry of Corporate Affairs
139	a) For recommendation of appointment of Statutory Auditors of the Company in the Annual General Meeting b) For considering the appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to resignation c) To appoint the first Statutory Auditors of the Company
140	To take note of resignation of Statutory Auditors of the Company
148	a) For appointment of the Cost Auditors b) To consider and approve the Cost Statements and Other Statements to be annexed to the Cost Audit Report c) To consider and take note of the Cost Auditors' Report

Resolution Passed by Postal Ballot Chart

Section No.	Particulars
2(68)	Alteration of articles of association in relation to insertion or removal of provisions, which under sub-section (68) of section 2, are required to be included in the articles of a company in order to constitute it a private company
4 & 13	Alteration of objects clause of the memorandum and in the case of the company in existence immediately before the commencement of the Act, alteration of the main objects of the memorandum
12(5)	Change in place of registered office outside the local limits of any city, town or village as specified in sub-section (5) of section 12
13(8)	Change in objects for which a company has raised money from public through prospects and still has any unutilized amount out of the money so raised under sub-section (8) of section 13
43	Issue of shares with differential rights as to voting or dividend or otherwise under sub-clause (ii) of clause (a) of section 43
48	Variation in the rights attached to a class of shares or debentures or other securities as specified under section 48
68	Buy-back of shares by a company under sub-section (1) of section 68

Statutory Register to be maintained Under Companies Act,2013

Name of Statutory Register	Form no.
Register of members (Section – 88)	MGT-1
Register of Debenture holders (Section- 88)	MGT- 2
Foreign Register of Members, Debenture holders, other security holders or beneficial owners residing outside India (Section- 88)	No E-forms
Register of significant beneficial owners (Section 90) BEN-3	BEN-3
Register of Renewed and Duplicate Share Certificate (Section – 46)	SH-02
Register of Sweat Equity Shares (Section – 54)	SH-03
Register of Employee Stock Options (Section- 62)	SH-06
Register of Shares or Securities which have been Bought Back (Section- 68)	SH-10
Register of Deposits (Section- 74)	No E-forms
Register of Charges (Section- 85)	CHG-07
Register of Directors and KMPs (Section- 85)	No E-forms
Register of Loans/Guarantee/Security and Acquisition by Company (Section 186)	MBP-2
Register of Investments not held in its own name (Section-187)	MBP-3
Register of Contracts or Arrangements in which Directors are interested (Section-189)	MBP-4

Central Government Approval Chart

Section No.	Particulars
8	A company registered under this section shall not alter the provisions of its memorandum or articles except with the previous approval of the Central Government.
12	Prior CG approval is required in case there is a Change of registered office from One state to another state.
132	The NFRA shall prepare annual report in prescribed form and present it before CG.
135	CG may give such general or special directions to a company or class of companies as it considers necessary to ensure compliance of provisions of this section and such company or class of companies shall comply with such directions.
139	The Central Government may, by rules, prescribe the manner in which the companies shall rotate their auditors in pursuance of sub-section (2).
140	Prior CG approval is required in case of removal of auditor

INDEX

Company Law

Sr. No.	Chapter Name	Section	Page
1	Company law basics.	1 - 2	1.1
2	Formation and Incorporation of Companies	3 - 22	2.1
3	Prospectus and allotment of shares	23 - 42	3.1
4	Share Capital and Debentures	43 - 72	4.1
5	Acceptance of Deposit	73 - 76	5.1
6	Registration of charges	77 - 87	6.1
7	Management & Administration of companies	88 - 122	7.1
8	Declaration and Payment of Dividend	123-127	8.1
9	Account of Companies	128-138	9.1
10	Audit & Auditors	139-148	10.1
11	Foreign Company	379-393A	11.1

Other Law

Sr. No.	Chapter Name	Page
12	LLP Act, 2008	12.1
13	FEMA, 1999	13.1
14	Interpretation of Statute	14.1
15	The General Clauses Act, 1897	15.1

“Focus is itself an achievement

Focus is not a quality”

-CA Darshan Khare

CA NOTES COMMUNITY NETWORK

Click on Icon	QR CODE	LINK
 Join what's App group		CLICK HERE
 Join Telegram Channel		CLICK HERE
 Subscribe On Youtube		CLICK HERE
 Follow us On Instagram		CLICK HERE

BE A PART OF CNC FAMILY

CNC – CA NOTES COMMUNITY

Mail at (for complaints/feedback) – canotescommunity@gmail.com

THANK YOU

TEAM CNC