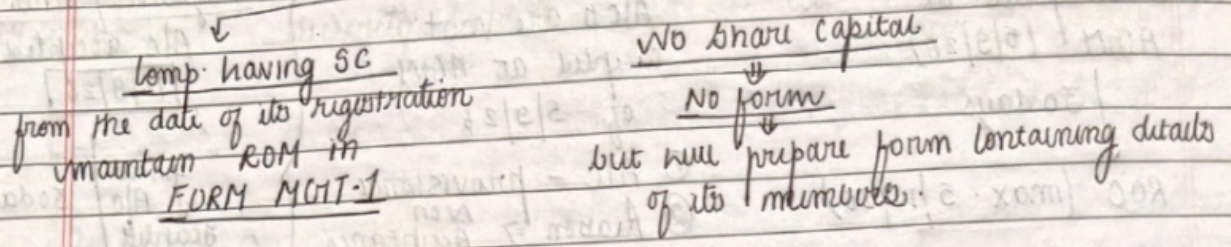


# Chapter - 7

Provision: Sec 137 of Companies Act 2013

⇒ Sec 88 ROM | RODH | ROOSH  
MGT1 | MGT2  
ROM



\* Within 7 days from date of approval of share transfer or allotment given by BOD or Committee entry should be made

\* ROM shall be maintained at, registered office unless SR is passed to maintain it at any other location within town/village/city in which  $\frac{1}{10}^{th}$  of total members reside.

\* Every register shall include index of names  
↓  
not necessary where no. of members < 50

\* foreign Register: MGT 03  
Within 30 days of

- opening foreign registers
- Change in address etc/ in it
- Closing of foreign registers

A Co. may open FR if articles authorise & any member of the Co. lives in the foreign country where the register is proposed to be kept

A foreign register shall be deemed to be a Part of the company's register (Principal)

\* The Co. shall transmit to its RO <sup>in India</sup> ~~any entry~~ a copy of every entry in any foreign register within 15 days after entry is made

### Sec 91 Closure of ROM/RODH/ROOSH

- => Co. may close its ROM/RODH/ROOSH for an
  - aggregate period of 45 days in a year
  - but not exceeding 30 days at any time
- => The Respective registers may be closed by giving ~~by~~ min 7 days notice or other period as may be prescribed by SEBI for listed companies
- => Giving Advertisement at least once in both newspaper Vernacular & English language & publish the notice on website as may be notified by CG & on the website of company, if any.
- => Pvt Co. exempted from issuing public notice in newspaper provided min 7 days notice <sup>has</sup> issued to its members prior to the closure of registers.

### Sec 92: Annual Return MGT 07 (a)

- => Every Co. shall file its annual return in form MGT-7 except OPC & small Co.
- => Every Co. shall submit its Annual Return <sup>to ROC</sup> within 60 days from the due ~~of~~ AGM is not held then within 60 days from due date of AGM along with reason why AGM was not held
- => The CG may Prescribe Abridged form (Summary/Shorten) of Annual return for OPC & small Co., accordingly these Co. have to file AR in form MGT-7A

## Signing of Annual Return :

Normal Co.

↓  
1 Director

&

1 CS

but if there is no CS  
then CS in Practice

OPC / Small / Dormant Co.

↓

1 CS but if no CS  
then

1 Director

Limited Co.

Co. - PVSC -> min 10 CR

T/O -> min 50 CR

Same as Normal Co. (1 Director + 1 CS)

+

Compliance FORM MGT-8

Signed by CS in Practice

mentioning that content of MGT-7 is correct

& discloses the fact correctly & adequately

## Contents of AR

- 1) its registered office, principle business activities, Particulars of its holding / subsidiary & associate Co.
- 2) its shares / debentures & other securities & shareholding <sup>Pattern</sup>
- 3) its Promoters, directors & KMP along with changes since the closure of the Pvs. FY
- 4) Remuneration of Directors & KMP
- 5) Penalty or punishment imposed on the Co., its directors or officers & details of compounding
- 6) share held by or on ~~be~~ behalf of FII.
- 7) Such other matters as may be prescribed.

Sec 103: Quorum

\* Minimum no. of members to be present to constitute a valid meeting

meeting is valid only if 3 conditions are fulfilled

- > Properly convened : Call
- > Properly constituted : With proper quorum, Proper chairperson
- > Properly conducted : To follow Companies Act, 2013

Pvt Co : 2 (OR) Articles ↑

Public Co : 5, 15, 30 (OR) Articles ↑

Total no. of members in Public Co on the day of meeting

Quorum Present

If no. of members not more than :

Quorum shall be -  
members personally Present

1000

5

1000 - 5000

15

5000

30

\* Quorum must be always personally presented (NO Proxies) but representative members

\* Quorum not presented within half an hour from the time appointed for the meeting :

meeting shall be adjourned to the same day in the next week at same time & place or such other date/ Place & time as determine by board

\* Even if Quorum is not present in adjourned meeting within half-an-hour, then members personally present shall form Quorum

\* Joint holders will be considered as one person for Quorum

Sec 101 Notice

\* Proper Notice :-> it should contain Day, Date, Time & Place of meeting & contain a statement of business to be transacted at that meeting

\* Proper Person -> MAD (member, auditor, Director)  
c) every member of the Co., legal representative of <sup>any</sup> ~~any~~ deceased member or assignee of insolvent member  
b) The auditor OR auditors of the Co.  
c) every Director of the Company

\* Proper Time : Notice of atleast 21 clear days is required to be given either in writing or electronic mode

Date on which notice is served  
&  
Date of meeting are excluded

In case of Sec 8 Co : 14 clear days

\* Non Receipt of Notice

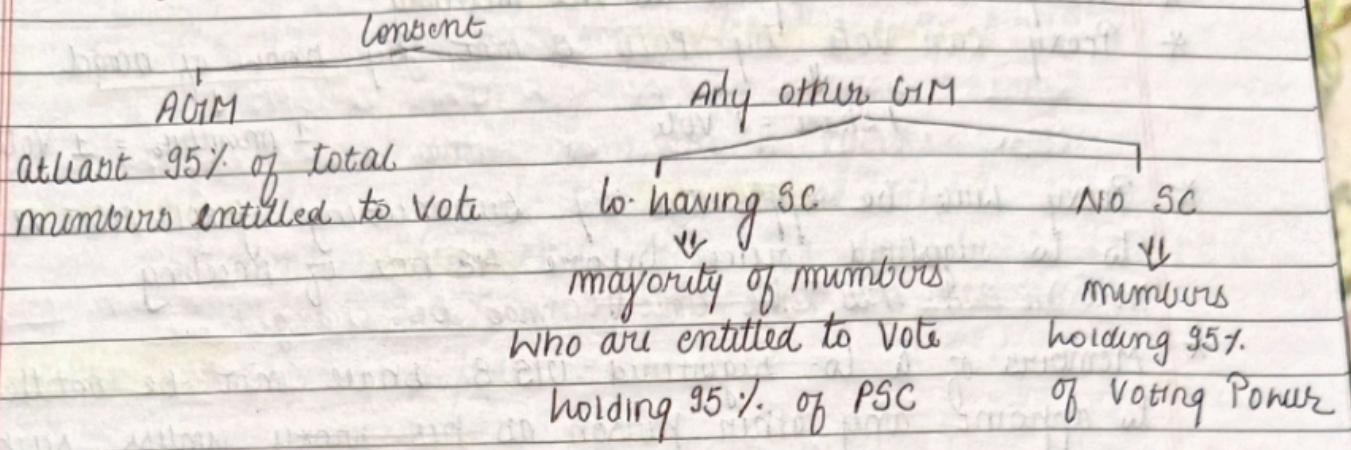
Accidental Omission -> Meeting Valid

Deliberate Omission -> Meeting Invalid

\* Notice to be served to 1<sup>st</sup> Name Joint holder

→ If notice is sent through Post, it shall deemed to be served at expiration of 48 hrs after the letter containing the same is posted

Shorter Notice :  
meeting can be called at a shorter notice if before sending such a notice consent is obtained.



↳ Sec 102 Explanatory Statement

It is required to be annexed with notice for every Special Business.

↳ doesn't include : ADDA

A ⇒ Annual A/c's, Auditor Report, Director Report

D ⇒ Declaration of Dividend

D ⇒ Director in case of Retirement

A ⇒ Appointment of Auditor & fixing their remuneration

Explanatory Statement will contain

-> Meaning, Scope, Implication of that Special Business

-> will contain Disclosure of Interest whether financial

OR Non financial of

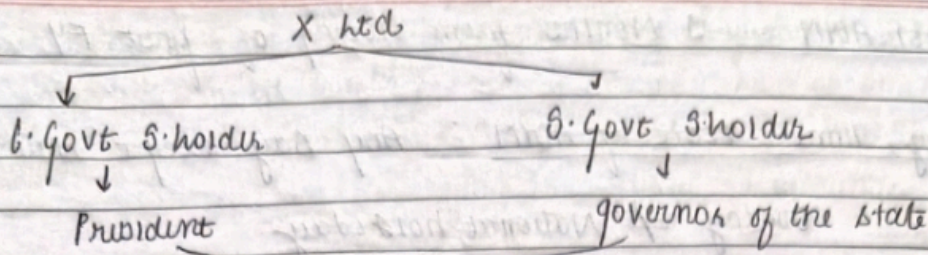
\* Every Director, Manager

\* Every KMP

\* Relatives of above

-> A contracts with X, X's 2% PSC is held by Promoter, Directors, Managers OR KMP etc shall be disclosed

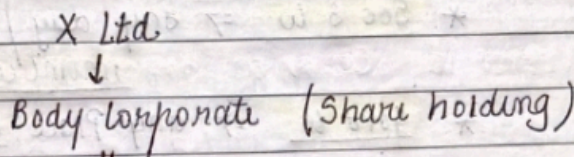




will appoint such person ~~as~~ as he thinks fit to act as representative to attend G.M.

\* Such representative will have all the rights like other members

### Section 113



BOD'S will send any person to act as representative

Such representative shall be entitled to exercise <sup>the</sup> same rights & powers include right to vote by proxy & postal ballot on behalf of body corporate which he represents

### Types of General Meeting

#### \* Annual General Meeting (Sec 96)

every co. shall hold AGM every year & that the gap b/w two AGM shall not be more than 15 months

⇒ Time limit : 15 months from last FY (Apr-Mar + 31 July) warner  
OR  
6 Months from end of FY (October)

⇒ Form GNL-1 : form for extension of AGM to ROC

Not for first AGM  
⇒ ROC can grant max. 3 months extension only for special Reason



7 first AGM : 9 Months from closing of first FY

7 Day, Time, Place of AGM : Any Day except National holiday

Sunday  $\neq$  National holiday

Time : business hrs i.e b/w 9 AM to 6 PM

Place : Registered office or within same city where RO is there

Exemption : \* unlisted co.  $\Rightarrow$  any place in India with 100% members consent

\* Sec 8 co.  $\Rightarrow$  any day / Time / Place directed by members

\* Govt co.  $\Rightarrow$  any Place directed by CG

Sec 97 : Powers of Tribunal to call AGM

If co. defaults in calling AGM u/s 96 then any member may apply to Tribunal / NCLT & either call AGM or direct the company to call AGM & give directions that even 1 member personally present or by proxy shall be deemed to constitute a valid AGM

7 Sec 99 : Penalty for default in complying with the provisions of Sec 96 to 98

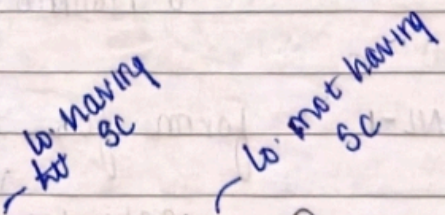
fine : company & every officer in default  $\text{₹} 1,00,000$

+ 5000/day in case of continuing default

Section 100 WGM

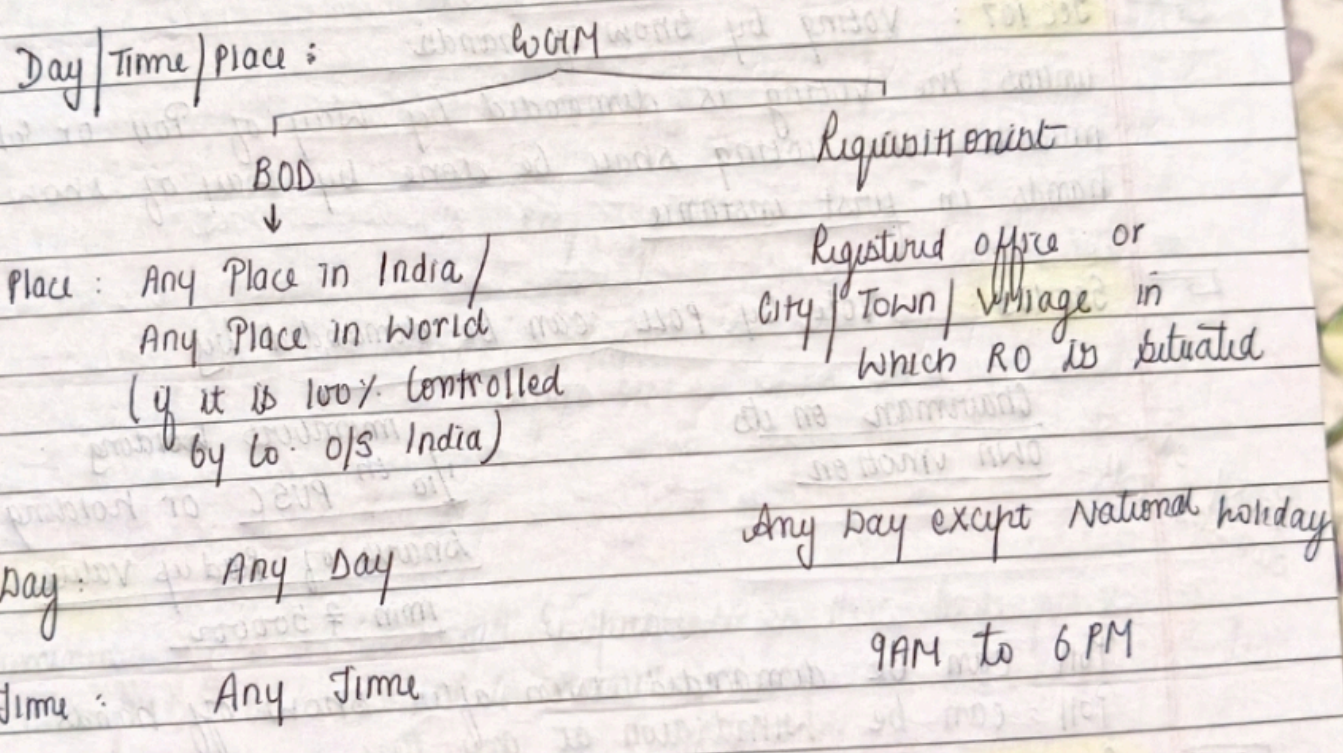
7 BOD will call WGM

7 members having  $\frac{1}{10}$ th PUSC OR Voting Power can make a written request to call WGM at co's RO



- 7 Within 21 days from date of <sup>receipt</sup> ~~valid~~ of valid requisition, BOD's shall take steps to call meeting
- 7 Meeting should be conducted within 45 days from date of ↑
- 7 OR else members can call WGM within 3 months

**Sec 98** NCLT Power to call the WGM  
 If for any reason it is impracticable to call WGM, then the Tribunal may either suo moto OR on the application of any director or members of the Co., direct / direct call WGM



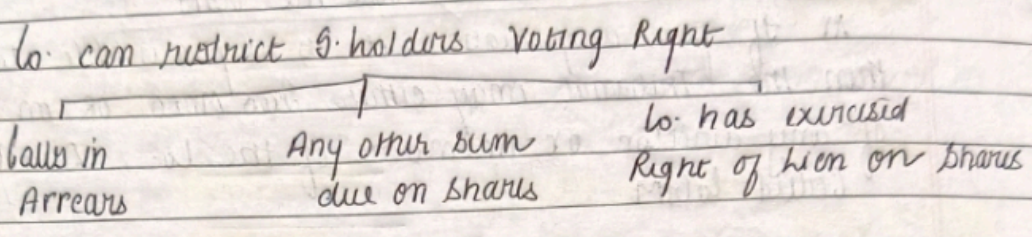
**Sec 104** Chairman of Meeting

election of chairman by members : unless it is provided by AOA the members personally present shall elect among themselves to be the chairman on a show of hands

Demand for Poll : If poll is demanded then such elected person shall be chairman for rest of the meeting

Powers of chairman: Chairman <sup>of the meeting</sup> is the person who manages the meetings & ensures that the required quorum of the meeting is maintained at all times

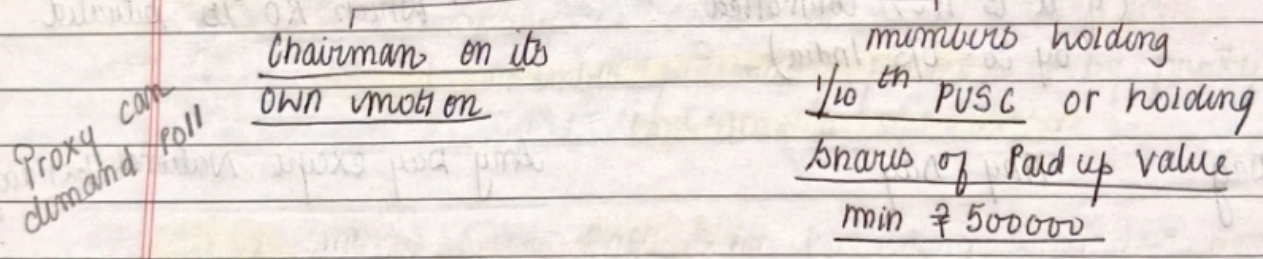
Sec 106: Restrictions on voting rights



Sec 107: Voting by show of hands

Unless the voting is demanded by way of Poll or Electronic means, the voting shall be done by way of show of hands in first instance

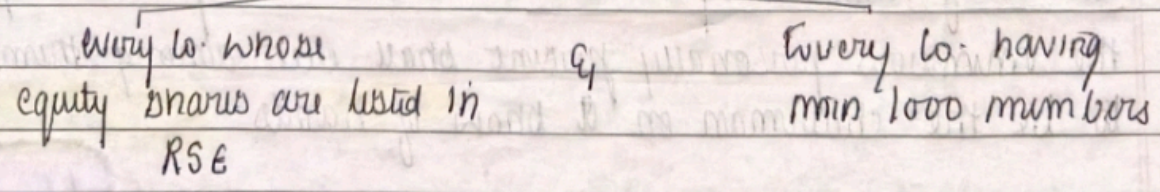
Sec 109: Vote by POLL can be demanded by



Poll can be demanded even after show of hands  
Poll can be withdrawn at any time

Sec 108: ↳ Voting

Applicability of Sec 108

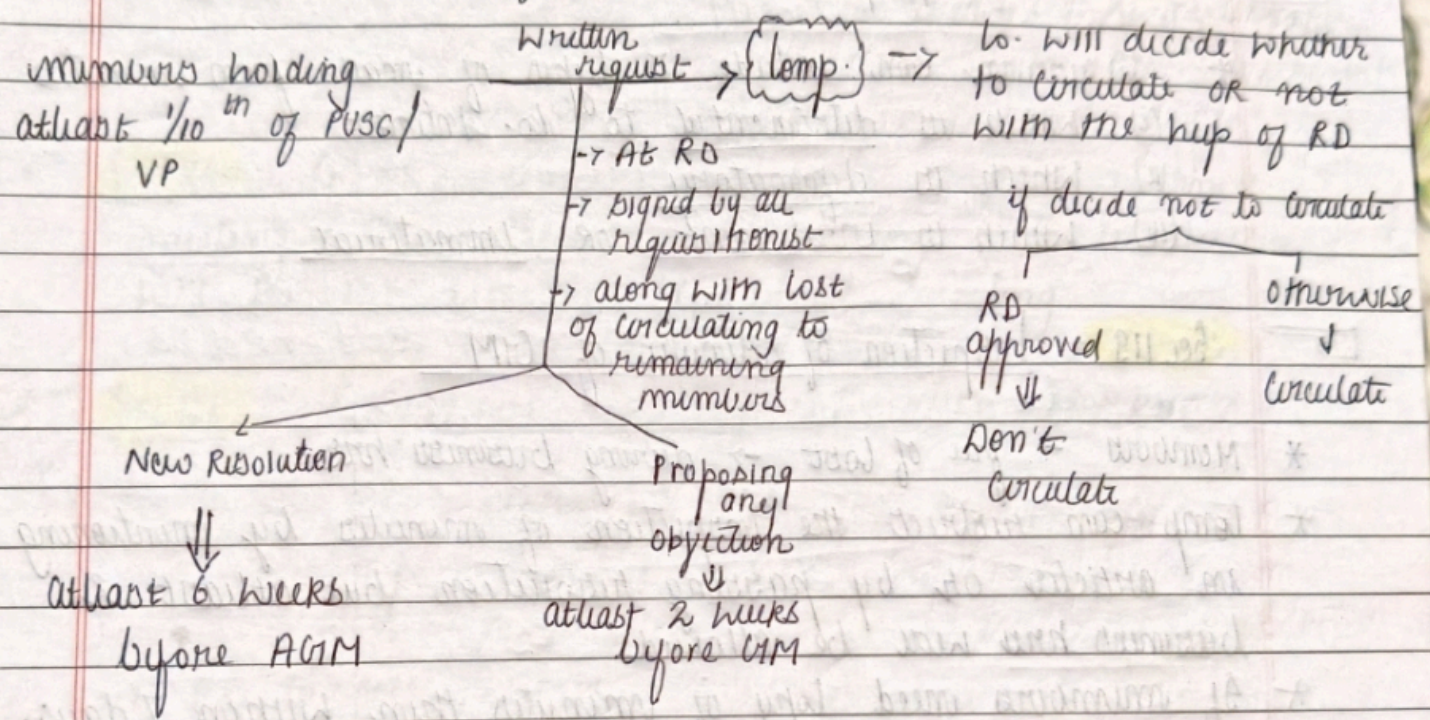


The members who have casted their vote by Remote ↳ Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again & either not permitted to

**Sec 110** Postal Ballot

In IT Co. Instead of conducting AGM will send a draft resolution to all the members giving them 30 days time to reply with assent or dissent

**Sec 111** Circulation of Members Resolution 8.39



**Sec 118** Minutes

minutes refers to decisions & proceedings that took place in meetings to be recorded in minutes book.

Basis: General Meeting, Board meeting

Time limit of preparation	Within 30 days of conclusion of meetings	"
Time limit of signing	"	No Time limit
Signing authority	Chairman or any director authorised by BOD	CS or any director authorised by BOD

Time limit of preservation	Permanently	Permanently
Place of preservation	80 / Same C/T/V	any place in India

\* Sec 118 is applicable to all Co except Sec 8 Co. but if its Articles recommend to do so, then it should prepare minutes

- \* Chairman can exclude 3 types of matter from minutes
- (i) Which is detrimental to Co. Interest
  - (ii) Which is dysamatory
  - (iii) Which is irrelevant or immaterial

### Sec 119 Inspection of Minutes of G.M

- \* Members - free of cost -> during business hrs.
- \* Comp. can restrict the inspection of minutes by mentioning in articles or by passing resolution but atleast 2 business hrs will be allowed
- \* If members need copy of minutes then within 7 days at charge of Max ₹10/Page or at rate prescribe by articles
- \* If members need soft copy of immediately preceding 3 FYs -> free of cost

Penalty : Comp : 25000  
          : officers : 5000

### Sec 115 Resolution requiring special Notice

Similar members holding atleast 1% VP or Paid up shares min 5Lakh can serve special notice to Co. on resolution/matters for which special notice is required by the Act

Ex: Removal of Auditor  
Removal of Director

Members  $\xrightarrow{\text{At least 14 days before GM}}$  Company  $\xrightarrow{\text{at least 7 days before GM}}$  Other members by Post / e-mail, if not possible publish it in 2 newspapers at least 7 days before GM

☞ **Sec 116** If a resolution is passed in an adjourned meeting than the date of passing such resolution will be the date of Adjourned meeting

☞ **Sec 117** Resolutions requiring intimation to ROC within 30 days  
Comp.  $\xrightarrow{\text{MGT 14}}$  ROC

- > SR in GM
- > Voluntary Winding up
- > Resolutions requiring consent of 100% members
- > Board Resolution to appoint / Reappoint MD
- > Any resolution in Class meeting
- > Matters u/s 179(3)

Note: (i) IFSC Co. has been given 60 days instead of 30 days time to Submit MGT 14  
(ii) Pvt Co. & IFSC Co. are exempted to Submit MGT 14 in matters of Sec 179(3)

☞ **Sec 120** maintenance of Registers, Records etc in electronic form  
listed Co, any Co having atleast 1000 members or  
DH's or Security holders may maintain Records,  
Registers in electronic form

☞ **Sec 121** Report on AGM

Applicability → only listed public Co. (LPC)

LPC  $\xrightarrow{\text{within 30 days}}$  ROC  
MGT-15

mentioning that AGM was properly convened, held & conducted

\* Signing of MGT-15

Chairperson

or 2

but in case of his incapacity  
then by atleast 2 directors  
out of which one shall  
be MD if any

☞ **Sec 114** OR & SR

1. OR ⇒ which are passed by simple majority
2. SR ⇒ votes cast in favour are not less than 3 times the number of votes if any cast against the resolution

$$V_f \geq 3(V_a)$$