1.1 MEANING OF COMPANY:-

🔹 Breaking it Down:

2(20) – Company → Company starts at 20!

2(21) – Company Limited by Guarantee → Guarantee at 21!

2(22) – Company Limited by Shares → Shares sold at 22!

2(42) – Foreign Company → Foreigners enter at 42!

2(45) – Government Company → Govt takes control at 45!

2(46) – Holding Company → Holding starts at 46!

2(62) – One Person Company → Solo business at 62!

2(68) – Private Company → Stay private at 68!

2(85) – Small Company → Small businesses thrive at 85!

2(87) – Subsidiary Company → Subsidiary formed at 87!

2(92) – Unlimited Company → No limits at 92!

🔥 Quick Trick:

Just visualize a businessman moving through life:
✅ Starts a Company at 20 →
✅ Gets a Guarantee at 21 →
✅ Sells Shares at 22 →
✅ Foreign investors join at 42 →
✅ Government takes over at 45 →
✅ He holds another company at 46 →
✅ Goes solo at 62 →
✅ Stays private at 68 →
✅ Starts small at 85 →
✅ Becomes a subsidiary at 87 →
✅ Expands limitlessly at 92!

1.2...MAINTENENCE OF BOOKS OF ACCOUNTS:-

1️⃣ Books of Accounts kya hai?

📖 Company ke financial transactions ka
record (income, expenses, assets, liabilities, etc.).

2️⃣ Kisko maintain karna zaroori hai?

🏢 Har company ko proper books of accounts maintain karni padegi.

3️⃣ Kahan rakhni chahiye?

🏠 Registered office me.
📍 Agar kahin aur rakhna hai, toh 7 din ke andar Registrar of Companies (ROC) ko inform karna hoga.

4️⃣ Kya record karna hoga?

📄 Company ke saare financial transactions (including branches in India & abroad).
📊 Accounting Basis:
✅ Accrual System – Jab transaction hota hai,
tabhi record karna hai (cash milne ka wait
nahi karna).
✅ Double Entry System – Har transaction 2
accounts ko affect karega.

5️⃣ Kya Books Electronic Mode me rakh sakte hai?

💻 Haan! Lekin kuch conditions hai:
✔ India me accessible honi chahiye.
✔ 1 April 2022 ke baad se accounting software me audit trail hona chahiye (Jo har change ka record rakhe).
✔ Daily backup Indian servers pe rakhna hoga.

6️⃣ Branch Office ke Rules 🏢

📤 Agar company ki branch India ya a
broad me hai:
✔ Branch office waha ki transactions ka
record rakh sakti hai.
✔ Regular summarized reports head office
ko bhejni hogi.

7️⃣ Kitne saal tak records rakhne honge?

📆 Minimum 8 years tak. Agar company 8 saal se kam purani hai, toh saare pichle years ke
records rakhne honge.

8️⃣ Kaun inspect kar sakta hai?

👨‍💼 Koi bhi director business hours me
registered office me jaake books dekh sakta hai.
🌍 Agar records India ke bahar rakhe gaye hai,
toh unka copy India me rakhna hoga inspection ke liye.

9️⃣ Special Rules for Electronic Records

🖥️ Records readable, secure aur unchanged
hone chahiye.
🌐 Agar cloud server pe rakha hai, toh
service provider ka naam,
address & location ROC ko report karna hoga.

📌 Ek Line me Summary:

💡 Section 128 kehta hai ki har company ko
apni financial transactions ka proper
record rakhna hoga (physical ya electronic),
jo kam se kam 8 saal tak safe aur
accessible hone chahiye, aur agar
digital format me hai toh uske strict
rules follow karne honge.

1.3..STATUORY BOOKS:-

📌 Statutory Books (Companies Act, 2013) – Easy Explanation in Hinglish

Statutory Books wo important registers
hote hain jo Companies Act, 2013 ke rules ke
mutaabik
har company ko maintain karne hote hain.
Yeh books financial records, investments, loans, aur important company transactions ka
record rakhne ke liye zaroori hote hain.

📖 1️⃣ Important Registers Jo Maintain
Karna Zaroori Hai

🔹 Register of Investments (Sec 187) – Jo investments company apne naam pe hold karti hai.
🔹 Register of Charges (Sec 85) – Company ke borrowings ya loans ke against rakhi gyi securities ka record.
🔹 Register of Members (Sec 88) – Company ke shareholders ka list.
🔹 Register of Debenture Holders & Security
Holders (Sec 88) – Jo log debentures aur
other securities hold karte hain.
🔹 Minute Books (Sec 118) – Board meetings
& general meetings me discuss ki gayi baaton ka record.
🔹 Register of Contracts (Sec 189) – Directors agar kisi contract me interested hain, toh uska record.
🔹 Register of Directors & Key Managerial
Personnel (Sec 170) – Company ke directors aur senior officers ka naam aur unka shareholding ka record.
🔹 Register of Loans & Investments by
Company (Sec 186) – Company ne kisi aur
ko diya hua loan
ya investment ka record.

📖 2️⃣ Extra Registers Jo Companies Maintain Karti Hai

✅ Shares Issue & Transfer Se Related Books:
📌 Share Application & Allotment Book – Shares kis kisne apply kiya aur kaunse allot huye.
📌 Share Call Book – Jab shareholders ko
installments me paisa bharna hota hai uska record.
📌 Certificate Book – Share certificates ka record.
📌 Register of Members – Shareholders ka updated list.
📌 Share Transfer Book – Shares ka transfer record.
📌 Dividend Register – Shareholders ko
diya gaya dividend ka record.

📌 Ek Line me Summary:

💡 Company ko statutory books maintain
karni padti hai jo investments, shares,
loans, contracts, directors, aur security holders ka record
rakhti hain. Inke alawa bhi kuch extra
registers maintain kiye jaate hain jo
shares aur payments ka record rakhne ke
kaam aate hain.

1.4..ANNUAL RETURN:-

📌 Annual Return (Sec 92, Companies Act, 2013) –
Easy Explanation in Hinglish

Annual Return ek official document hai jo har company ko har saal prepare karna padta hai. Isme company ka financial position, directors, shareholders, aur other important details ka record hota hai.

📖 1️⃣ Key Points of Annual Return

✅ Har company ko annual return file karna zaroori hai jo Companies Act, 2013 ke prescribed format me hoga.
✅ Signatures Required:
📌 Company Secretary + Director sign karenge.
📌 Agar Company Secretary nahi hai, toh Company Secretary in Practice sign karega.
📌 One Person Company & Small Company me sirf Director ya Company Secretary sign karega.
✅ Filing Deadline:
📌 Annual Return Registrar of Companies (ROC) ke paas file karna hota hai within 60 days of AGM (Annual General Meeting).
📌 Agar AGM nahi hui toh reason batakar 60 days ke andar file karna padega.

📌 Ek Line me Summary:

💡 Har company ko har saal apna Annual Return file karna padta hai jo directors, shareholders aur financial details ka record hota hai.
Ye AGM ke 60 din ke andar Registrar ko submit karna zaroori hota hai.

1.5.. FINAL ACCOUNTS:-

📌 Final Accounts (Sec 129, Companies Act, 2013) – Easy Explanation in Hinglish

Final Accounts ka matlab hai company ke
financial position ka record jo
AGM (Annual General Meeting) me
Board of Directors dvara present
kiya jata hai. Isme balance sheet, profit & loss account,
cash flow statement, aur other
financial reports shamil hote hain.

📖 1️⃣ Financial Statements ke Components
(Sec 2(40))

✅ Balance Sheet – Financial year ke
end tak assets & liabilities ka record.
✅ Profit & Loss Account / Income &
Expenditure Account – Company ke
profits ya losses ka record.
✅ Cash Flow Statement – Cash inflow &
outflow ka record. (Small company,
One Person Company & Dormant Company ke liye mandatory nahi hai)
✅ Statement of Changes in Equity – Agar
applicable ho to equity changes ka record.
✅ Explanatory Notes – Important disclosures aur accounting policies.

📌 2️⃣ Periodic Financial Statements

✅ Kuch unlisted companies ko government
ke rules ke mutabiq periodical financial statements banane padte hain aur Board of
Directors se approval lena hota hai.
✅ Inko ROC ke sath 30 din ke andar
file karna hota hai.

📖 3️⃣ Financial Statements me Compliance Rules

✅ Schedule III follow karna hota hai.
✅ Accounting Standards (AS) aur
Ind AS follow karna zaroori hai.
✅ ICAI ke Guidance Notes aur MCA ke
notified AS (1 to 29) ka dhyan rakhna hota hai.

📌 4️⃣ Different Divisions for Financial Statements

📌 Division I – Accounting Standards (AS) follow karne wali companies.
📌 Division II – Indian Accounting Standards (Ind AS) follow karne wali companies.
📌 Division III – NBFCs (Non-Banking Financial Companies) ke liye special rules.

💡 Ek Line me Summary:

💡 Final Accounts me Balance Sheet, P&L,
Cash Flow aur other financial reports
hote hain jo AGM me present kiye
jate hain. Inhe Companies Act,
Schedule III aur Accounting Standards ke rules ke
mutabiq maintain karna zaroori hota hai.

1.6:- Distributable profit..

📈 Distributable Profit

Company accounting ka ek important kaam hota hai yeh decide karna ki shareholders ko kitna profit 🤑 distribute kiya ja sakta hai. Jo profit P&L account me dikh raha hota hai, wo hamesha distribute karne layak nahi hota 🚫.
Yeh depend karta hai alag-alag factors pe jaise:
✔ Profit ka composition
✔ Pehle jo provisions ya appropriations karni zaroori hai

💵 Dividend ka Meaning

1️⃣ Dividend ka matlab hota hai ki company ka jo divisible profit hai, usko members me distribute karna 💸 according to their shares.
2️⃣ Dividend dena matlab yeh zaroori nahi ki assets release ho rahi hain, lekin agar cash payment ho rahi hai toh assets ka release maana ja sakta hai 💰.
3️⃣ Bonus shares ke case me koi assets release nahi hote, balki profits ko capitalise kar diya jata hai 📈, jo paid-up capital badhata hai.

📜 Section 2(35) of Companies Act, 2013 ke according Dividend me Interim Dividend bhi included hota hai.

📜 Dividend Ke Rules (Section 123 – Companies Act, 2013)

📌 Dividend tabhi declare ho sakta hai jab:
✔ Current year ke profits me se depreciation provide kar diya ho 📉
✔ Pehle ke financial years ke undistributed profits use kare, but usme bhi depreciation provide ho
✔ Dono sources ka mix use kare ✅
✔ Government agar koi funds provide kare toh waha se bhi ho sakta hai

🚫 Dividend reserves ke alawa kisi aur source se declare nahi ho sakta.

🔹 Profit hone par hi dividend declare ho sakta hai!
🔹 Capital shareholders ko dividend ke roop me wapas nahi kiya ja sakta.

💼 Dividend Declaration & Payment Rules

📌 Company agar past reserves se dividend declare kar rahi hai toh ye conditions follow karni hogi:
1️⃣ Dividend rate past 3 years ke average dividend rate se zyada nahi hona chahiye 📉.
(Agar pichle 3 saal me dividend nahi diya toh yeh rule apply nahi hoga).
2️⃣ Reserve se withdraw kiya gaya amount total Paid-up Share Capital + Free Reserves ka 10% se zyada nahi hona chahiye.
3️⃣ Pehle current financial year ke losses set off hone chahiye, phir dividend declare hoga 💵.
4️⃣ Reserve withdrawal ke baad remaining reserve Paid-up Share Capital ke 15% se kam nahi hona chahiye.

🏦 Transfer to Reserves

📜 Board of Directors decide kar sakte hain ki profits ka ek part reserves me transfer karein.
💰 Law ke according kuch cases me transfer mandatory hota hai, jaise:
✔ Banking companies me ek fixed % profit General Reserve me transfer karna padta hai 🏦.
✔ Loan agreement ke terms ke hisaab se bhi kuch companies ko reserve create karna padta hai 💳.

💰 Dividend Payment Process (Section 124)

1️⃣ Agar dividend declare hone ke 30 din ke andar pay nahi hota toh us amount ko 7 din ke andar "Unpaid Dividend Account" me transfer karna padta hai 🏦.
2️⃣ 90 din ke andar company ko list publish karni hoti hai jisme unpaid dividend lene wale shareholders ke naam hote hain 📜.
3️⃣ Agar company late karti hai toh 12% interest rate per annum lagta hai 🚀.
4️⃣ Agar 7 saal tak koi claim nahi karta toh yeh amount "Investor Education & Protection Fund" (IEPF) me chala jata hai 💼.
5️⃣ Jinke shares unpaid dividend ke karan IEPF me transfer ho gaye hain, wo documents submit karke wapas claim kar sakte hain 📝.

🚨 Agar company is rule ko follow nahi karti toh penalty lagegi:
💸 Company: ₹5 lakh – ₹25 lakh tak fine
💸 Officers in Default: ₹1 lakh – ₹5 lakh tak fine

📊 Preference Shares & Partly Paid Shares ka Dividend

✅ Preference shareholders ko pehle dividend milta hai (agar profit hai toh) 🏆.
✅ Agar company ka Article allow karta hai toh partly paid shares ke upar dividend diya ja sakta hai 📜.
❌ Calls in advance pe dividend nahi milta 🚫.