

This document has been compiled as service to our clients. Although we have taken utmost care to compile these charts, we recommend that you seek professional advice and go through relevant notification, circular, press note prior to initiating action on specific issues.

**ANNUAL COMPLIANCES FOR SMALL COMPANY (updated till 8th Sep 2020):**

S. No.	Forms	Section & Rules	Particular of Compliance		Whether to filed with ROC	Due Date to file	Penalty	Exemption
1.	Receipt of MBP-1 (Apr-Jun)	184(1)	<b>Form MBP- 1</b>	Every Director has to disclose his concern or interest in any Company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, in First Meeting of the Board of Director in each Financial Year by giving a notice in writing in this form. Every Director is required to submit with the Company a fresh MBP-1, whenever there is change in his interest from the earlier given MBP-1.	No	N.A.	N.A.	N.A.
2.	Receipt of DIR- 8 (Apr-Jun)	164(2) 143(3)(g)	<b>Form DIR – 8</b>	Every Director of the Company in each Financial Year will file with the Company disclosure of non-disqualification under section 164(2).	No	N.A.	N.A.	N.A.
3.	Delay in the Payment to MSME Vendor - Half Yearly Return	405	<b>MSME- 1</b>	Company has to file this return half-yearly in respect of pending payments to the MSME vendors as at end of half year. (only for payment pending for period more than 45 days) <b><u>Attachment:</u></b>	Yes	October to March - <b>30<sup>th</sup> April</b> April to Sep - <b>30<sup>th</sup></b>	1.Company – upto Rs. 25,000 2. Directors, CFO and CS Imprisonment – up to 6 Months or Fine – not less than Rs. 25,000	Companies with no outstanding payments to MSME or such outstanding payments are for

				1.Details of Outstanding dues (Name of the parties and amount due) 2.Reasons for delay		<b>October</b>	upto Rs. 3,00,000 per person	not more than 45 days
4.	Return of Deposit Yearly Return (June)	Section 73 Rule 16	<b>E-form DPT-3</b>	Company is required to file this form every year in respect of return of Deposit and Particulars not considered as Deposit as on 31st March. <b>Attachment</b> 1.Auditor's Certificate 2. Copy of trust deed – Mandatory if company has trust deed 3. Copy of instrument creating charge. 4. List of depositors 5. Details of liquid assets	Yes	on or before <b>30th June</b>	Penalty for late filing i. <b>UPTO 30 DAYS:</b> <i>2 times of Normal fees</i> ii. <b>MORE THAN 30 DAYS AND UPTO 60 DAYS:</b> <i>4 times of normal fees</i> iii. <b>MORE THAN 60 DAYS AND UPTO 90 DAYS:</b> <i>6 times of normal fees</i> vi. <b>More than 180 DAYS:</b> <i>12 times of normal fees</i>	1.Government company 2.NBFC 3. Housing finance Company
5.	Holding of AGM (Apr to Sep)	96		Every company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting. It shall be held within a period of six months, from the date of closing of the financial year.	No	N.A.	N.A.	N.A.
6.	Notice of AGM	101 & SS-II		21 clear days notice of AGM to be sent to following: • All Directors, Members, Statutory Auditor.  Every Notice of Annual General Meeting will be prepared as per Section 101	Yes with AOC4	N.A.	N.A.	N.A.

				<p>of <b>Companies Act 2013</b> and Secretarial Standard – II.</p> <p>AGM can be called on Shorter Notice. For holding of the AGM on shorter notice, companies need to take the proper approvals as per the Act.</p>				
7.	Circulation of Financial Statement & other relevant Doc	136		<p>Company will send to the members of the Company approved Financial Statement, Directors' Report and Auditors' Report with Notice at least 21 clear days before the Annual General Meeting. (Except in case of AGM is called on Shorter Notice) In case the AGM is called on shorter notice then above mentioned documents shall be circulated on such shorter period.</p>	No	N.A.	N.A.	N.A.
8.	Directors' Report	134		<p>Directors' Report shall be prepared by mention of all the information required for Small Company under Section 134 read with relevant rules and relevant provisions of other Act.</p> <p>It should be signed by the "Chairperson" authorized by the Board, where he is not so authorized by at least 2 Directors.</p>	Yes with AOC4	N.A.	N.A.	N.A.
9.	Annual Form	Rule 12A	<b>DIR-3 KYC</b>	All the Directors of the Company shall file this form on or before 30th September every year.	Yes	30 <sup>th</sup> Sept	Rs.5000/- in case of Deactivation of DIN after due date	N.A.

				<p><b>Attachment for 1<sup>st</sup> E form:</b></p> <p>1.PAN 2.Voter Id 3.Passport(if Foreign national is holding a DIN) 4. Driving License 5.Aadhar Card In subsequent year if there is no change, just to verify on MCA portal with OTP on mobile and email</p>				
10.	E- Forms Filing Requirements	137	<p><b>E-form: AOC-4</b></p>	<p><b>Financial Statement:</b> Company is required to file its Balance Sheet along with Statement of Profit and Loss Account and Directors' Report in this form. <b>Attachment:</b> Notice of AGM, Directors' Report, Auditors' Report, Balance Sheet and Statement of Profit &amp; Loss Account with relevant annexures and Notes.</p>	Yes	Within 30 days from the date of AGM	Rs. 100 per day after due date	N.A.
		92	<p><b>E-form: MGT-7</b></p>	<p><b>Annual Return:</b> Every Small Company will file its Annual Return <b>within 60 days</b> of holding of <b>Annual General Meeting</b>. Annual Return will cover transaction for the period 1<sup>st</sup> April to 31<sup>st</sup> March.  Annual Return of Every Private Company (Except Small Company) should be signed by a Company Secretary in Practice. <b>Attachment:</b> 1. List of shareholders, debenture</p>	Yes	Within 60 days from the date of AGM	Rs. 100 per day after due date	N.A.

				holders 2. Copy of MGT-8; (if Applicable) 3. Approval letter for extension of AGM (if any)				
	Certification of Annual Return	92(2)	<b>Form: MGT-8</b>	This form to be submitted as an attachment to annual return in E-form MGT-7. Annual Return of Listed companies and unlisted or Private Company having paid-up share capital of 10 Crore or more or turnover of Rs. 50 crore or more, shall be certified by a Company Secretary in Practice.	Yes, With MGT-7	Within 60 days from the date of AGM	N.A.	Companies with Paid-up capital less than 10 Crores OR Turnover less than Rs.50 Crores
11.	Board Meetings	173 & SS-I		At least four board meetings in a year, and the interval between two board meetings should not exceed a period of 120 days. However, in the case of small companies, there is an exception for start-ups. Private Limited Companies are allowed to conduct at least two board meetings instead of four as all start-ups are considered as small companies.  Every Company shall hold a minimum number of Two Meetings of its Board of Directors every year in such a manner that Minimum gap between both the meetings not less than 90 (Ninety) days.	Required to be filed in case of specific event	N.A.	N.A.	N.A.
12.	Appointment of Auditor	139	<b>E-form ADT-1</b>	Auditor can be appointed for 1 (one) to 5 (Five) year i.e. One AGM to next five AGM and form ADT-1 has to be filed accordingly	Yes	Within 15 days	PENALTY FOR LATE FILING: <b>1.UPTO 30DAYS:</b>	N.A.

			<p>within 15 days of the appointment. 1.Copy of General Meeting Resolution for appointment of Auditor 2.Consent of the Auditor 3. A certificate from the Auditor that he/she not disqualified to be appointed as an Auditor.</p>			<p><i>2 times Of Normal fees</i> <b>2.MORE THAN 30 DAYS AND UPTO 60DAYS:</b> <i>4 times of normal fees</i> <b>3.MORE THAN 60 DAYA AND UPTO 90DAYS:</b> <i>6 times of normal fees</i> <b>4.More than 180 days:</b> <i>12 times of normal fees</i></p>	
			<p>In case of auditor appointed for more than one year, there is no need to file ADT-1 every year till his tenure expires. Shareholders have to only ratify the appointment of auditor every year in AGM.</p>	No			
<p>Above mentioned 12 (Twelve) Compliances are mandatory yearly compliances for the Small Private Limited Company. Except these, there may be event-based or requirement based compliances for the Small Company.</p>							

**Event-based compliances & Filings**

1. Change in Authorized or Paid-up Share Capital of the Company.
2. Allotment of Shares
3. Transfer of shares
4. Appointment or Change of Directors.
5. Appointment or Change of Auditors.
6. Loans are given to other Companies.
7. Loans to Directors (only if the company complies with Section 185)
8. Change of address
9. Creation or satisfaction of Charges

10. Opening or closing of bank accounts or change in authorized signatories – No need to file with ROC

**These are only few examples of Event based compliance.**

**Maintenance of Statutory Registers or books (Sec 88 and other sections):**

Company has to maintain the following Registers mandatorily in prescribed format under the Companies Act, 2013 Read with New Companies Rules:

- # Register of Director
- # Registers of Director Shareholding,
- # Registers of Members
- # Registers of Transfer
- # Register of Renewed and Duplicate Share Certificate
- # Registers of Related Party transaction
- # Register of Beneficial Owner
- # Register of Deposits
- # Register of Securities Bought back
- # Register of Debenture Holder

All company has to maintain **minute book** of each and every meeting held by the company with signature of chairman of the meeting.

**Requirement based Compliance as and when notified by MCA**

- 1) Active Co.

**CFSS-2020**

Due to Covid Pandemic MCA vide Circular no.12/2020 dated 30/03/2020 has given relaxation in filing form till Sep2020 except Increase in Authorised Capital (SH-7), Charge related (CHG-1, CHG-4, CHG-8 & CHG-9).

Company and LLP can file all pending forms till Sep 2020 without late filing fee. But to avail this relaxation company has to file CFSS form between 1<sup>st</sup> October 2020 to 31<sup>st</sup> December 2020 with SRN number of all forms for which relaxation is required.

There is no any fee to be paid for filing this form.

Also applicable to non-compliant companies & LLP

### **Holding of AGM for F.Y.2019-20**

Due to Covid Pandemic, every ROC is directed by MCA to issue order to extend AGM dates for all companies for 3 months dated 08/09/2020

AGM due date is whichever is earlier

- a. 15 months from last AGM

OR

- b. 6 Months from end of Financial Year

***Plus 3 months (as extended)***

#### **Caution:**

- a. AGM date is not 31st December 2020 for everyone
- b. Extension Not applicable for 1st AGM

Please visit following link of MCA website to view desired ROC order:

<http://www.mca.gov.in/MinistryV2/extensionofagm.html>