

THE COMPANIES ACT, 2013 – FOR PROFIT COMPANIES

ANNUAL COMPLIANCE FOR FINANCIAL YEAR (FY) 2024-25

Sl. No	Form	Particulars	Due date	Fine / Penalty /Additional fee / Consequence
1	MSME-1	Furnishing half yearly return with the registrar in respect of outstanding payments to Micro or Small Enterprises.	<ul style="list-style-type: none"> 1st October, 2023 – 31st March, 2024: 30th April, 2024 1st April, 2024 – 30th September, 2024: 31st October, 2024 	<ul style="list-style-type: none"> Company and Officer In Default (OID)- Penalty – Rs. 20,000/- and in case of continuing failure, further penalty of Rs. 1,000/- per day during which the failure continues upto Rs. 3,00,000
2	Form DPT -3	Filing return of deposit or particulars of transaction not considered as deposit or both	<ul style="list-style-type: none"> 30th June, 2024 	<ul style="list-style-type: none"> Company and OID (Fine) – Upto Rs. 5,000/- and where the contravention is a continuing one, with a further fine of Rs. 500/- per day.
3	Form DIR-3 KYC (or)	Application in case of change in residential address, Mobile Number or email Id and DIN holders as on 31 st March, 2024 completing DIR-3 KYC verification for the first time.	On or before 30 th September, 2024	<ul style="list-style-type: none"> Rs. 5,000/- filing fee beyond 30th September, 2024 DIN will be marked “Deactivated due to non-filing of DIR-3 KYC”.
	DIR-3 KYC-WEB	An individual who has already submitted e-form DIR-3 KYC in relation to any previous financial year and there are no changes in any details reported.		
4	Form AOC-4 /AOC-4 XBRL	Filing of financial statement and other documents with ROC	Within 30 days from the date of AGM.	<ul style="list-style-type: none"> Additional filing fee from the 31st day – Rs. 100/- per day. Company (Penalty) – Rs. 10,000/- and in case of continuing failure, further penalty of Rs. 100/- per day during which the failure continues upto Rs. 2,00,000/- and MD/CFO/ Director (Penalty) – Rs. 10,000/- and in case of continuing failure, further penalty of Rs. 100/- per day during which the failure continues upto Rs. 50,000

5	Form MGT-7/7A	Annual Return	Within 60 days from the date of AGM.	<ul style="list-style-type: none"> Additional filing fee from the 61st day – Rs. 100/- per day. Company and OID (Penalty): Rs. 10,000/- and in case of continuing failure – Rs. 100/- per day during which such failure continues upto Rs. 2,00,000/- for Company and Rs. 50,000/- for OID.
6	Form CSR-2	Report on Corporate Social Responsibility (CSR) - Addendum to Form AOC-4 or AOC-4 XBRL or AOC-4 NBFC (Ind AS), as the case may be	Same as due date of Form AOC-4 or AOC-4 XBRL or AOC-4 NBFC (Ind AS), as the case may be i.e. within 30 days from the date of AGM.	<ul style="list-style-type: none"> Company and OID (Penalty) – Rs. 10,000/- and in case of continuing contravention, with a further penalty of Rs. 1,000 for each day after the first during which the contravention continues, subject to a maximum of Rs. 2,00,000 in case of a company and Rs. 50,000/- in case of OID
7	Form PAS-6	Reconciliation of Share Capital Audit Report (Half yearly) *	<p>Within 60 days from the conclusion of each half year.</p> <p>30th May 2024 (Oct 2023 -Mar 2024) and 29th November 2024 (April 2024-Sep 2024)</p>	<ul style="list-style-type: none"> Company and OID- Penalty of Rs.10,000/- and further penalty of Rs.1000/- per day in case of continuing contravention subject to maximum of Rs. 2,00,000/- on Company and Rs. 50,000/- for OID
8	Form CRA -2	Filing of appointment of Cost Auditor (for applicable companies) with the Central Government	Within 30 days of the Board Meeting in which the appointment is made or within 180 days of commencement of the financial year, whichever is earlier.	<ul style="list-style-type: none"> Company (Fine) – Not less than Rs. 25,000/- but which may extend upto Rs. 5,00,000/- OID (Fine) – Not less than Rs. 10,000/- but which may extend upto Rs. 1,00,000/-
9	Form CRA – 4	Filing of Cost Audit report with the Central Government (for applicable companies)	Within 30 days of receipt of Cost Audit Report.	<ul style="list-style-type: none"> Company (Fine) – Not less than Rs. 25,000/- but which may extend upto Rs. 5,00,000/- OID (Fine) – Not less than Rs. 10,000/- but which may extend upto Rs. 1,00,000/-

* In accordance with [MCA Notification G.S.R 802\(E\).dated 27 October 2023](#), the due date for dematerialisation of securities is within 18 months of closure of its FY.

EVENT BASED COMPLIANCE				
1	Form ADT-1	Appointment or re-appointment of Auditor	Within 15 days from the date of appointment/reappointment (as the case may be)	<ul style="list-style-type: none"> Company (Fine) – Not less than Rs. 25,000/- but which may extend upto Rs. 5,00,000/-

				<ul style="list-style-type: none"> • OID (Fine) – Not less than Rs. 10,000/- but which may extend upto Rs. 1,00,000/--
2	Form MGT-14	Filing of resolutions and agreements to the Registrar	Within 30 days from the date of passing of the resolution or making of the agreement.	<ul style="list-style-type: none"> • Company (Penalty) – Rs. 10,000/- and in case of continuing failure, further penalty of Rs. 100/- per day upto Rs. 2,00,000/- <u>and</u> • OID (including liquidator of the company, if any) (Penalty) – Rs. 10,000/- and in case of continuing failure, Rs. 100/- per day upto Rs. 50,000/-.
3	Form BEN-2	Return to be filed with the Registrar in respect of declaration of Significant Beneficial Ownership under Section 90	Within 30 days of the date of receipt of declaration in Form BEN-1 by the company.	<ul style="list-style-type: none"> • Company (Penalty) – Rs. 1,00,000 and for continuing default penalty of Rs.500/- per day upto Rs. 5,00,000 <u>and</u> • OID (Penalty) – Rs. 25,000/- and for continuing default penalty of Rs.200/-/- per day upto Rs.1,00,000. • SBO (Penalty) – Rs. 50,000/- and for continuing default penalty of Rs. 1,000/- per day upto Rs. 2,00,000/-.
4	Form INC-22	Notice of situation or change of situation of registered office	Within 30 days of incorporation or the date of change, as the case may be.	Company and OID (Penalty) – Rs. 1,000/- per day during which the default continues upto Rs. 1,00,000/-.
5	Form SH-7	Alteration of share capital of the Company	Within 30 days of such alteration or increase or redemption as the case may be.	Company and OID (Penalty) – Rs. 500/- per day during which such default continues upto Rs.5,00,000/- for Company and Rs.1,00,000/- for OID.
6	Form PAS-3	Return of allotment	Within 15 days of the date of allotment (in case of Private placement).	Company, its promoters and directors (Penalty) – Rs. 1,000/- for each day during which such default continues upto Rs. 25,00,000/-.
			Within 30 days of the date of allotment (in any other case).	Company and OID (Penalty) – Rs.1,000 for each day during which such default continues or one lakh rupees, whichever is less.
7	Form DIR-12	Particulars of appointment of directors and the Key Managerial Personnel and the changes among them	Within 30 days from the date of appointment, resignation, change in designations, as the case may be.	Company and OID (Penalty) - Rs. 50,000/- and for continuing default penalty of Rs.500/- per day upto Rs. 3,00,000/- for Company and Rs.1,00,000/- for OID.

8	Form CHG-1	Application for registration of creation and modification of charge (other than those related to debentures)	Within 30 days of creation of charge.	<ul style="list-style-type: none"> • Company (Penalty) – Rs. 5,00,000/- and • OID (Penalty) – Rs. 50,000/-
9	Form CHG-4	Particulars for satisfaction of charge	Within 30 days from the date of satisfaction.	<ul style="list-style-type: none"> • Company (Penalty) – Rs. 5,00,000/- and • OID (Penalty) – Rs. 50,000/-.
10	Form MGT-6	Declaration in respect of beneficial interest in shares under section 89 received by the company	Within 30 days from the date of receipt of declarations.	Company and OID (Penalty) - Rs. 1,000 for each day during which such failure continues subject to maximum of Rs.5,00,000/- in case of Company and Rs.2,00,000/- in case of OID.
11	Form AOC-5	Maintenance of books of accounts at a place other than the Registered office	Within 7 days of approval of the Board.	Managing Director/Whole Time Director-finance/CFO/any other person in charge – Fine- Rs. 50,000/- to Rs. 5,00,000/-
12	Form GNL-3	Intimation under section 2(60) when a person is charged with the responsibility to comply with the provisions of the Act	Within 30 days from the date of passing of Resolution.	Company and OID (Penalty) - Rs. 10,000/- and in case of continuing contravention, with a further penalty of Rs. 1,000/- for each day after the first during which the contravention continues, subject to a maximum of Rs. 2,00,000/- in case of a company and Rs. 50,000/- in case of OID
13	Form MR-1	Return of appointment of managerial personnel	Within 60 days of the appointment	Company and OID (Penalty) - Rs. 10,000/- and in case of continuing contravention, with a further penalty of Rs. 1,000/- for each day after the first during which the contravention continues, subject to a maximum of Rs.2,00,00/- in case of a company and Rs. 50,000/- in case of OID
14	Vigil Mechanism	Every listed company and the companies (a) which accept deposits from the public; (b) which have borrowed money from banks and public financial institutions in excess of Rs. 50 crores. are required to establish a Vigil Mechanism Policy.	No specific due date has been prescribed under the Companies Act, 2013. However, details of establishment of such mechanism shall be disclosed by the company on its website (if any) and in the Board's Report.	<ul style="list-style-type: none"> • Company - Penalty of Rs. 5,00,000/- and • OID- Penalty of Rs. 1,00,000/-

MEETINGS				
Sl. No	Particulars	Applicability & Timelines	Fine / Penalty /Additional fee / Consequence	
1	Board Meetings	Board Meetings to be conducted by companies periodically	<ul style="list-style-type: none"> • For all companies – Minimum of 4 Board Meetings in a year and not more than 120 days gap between two consecutive meetings. • For OPC, Small Companies, Section 8 Companies, Dormant Companies or Private Companies recognised as Start-up – Minimum 1 Board Meeting to be conducted in each half of the calendar year and gap b/w two meeting should not be less than 90 days. • <i>Section 8 Companies & OPC can avail the above exemption only if it has not committed any default in filing its Financial Statements or Annual Returns with the ROC.</i> 	Company and OID (Penalty) – Upto Rs. 10,000/- and in case of continuing failure – Rs. 1,000/- per day during which such failure continues upto Rs.2,00,000 for the Company and Rs.50,000/- for OID.
2	Annual General Meeting (AGM)	Annual General Meeting to be conducted every year	<ul style="list-style-type: none"> • First AGM of the Company – within 9 months from the end of the financial year i.e. 31st December. • Subsequent AGMs – within 6 months from the end of the Financial Year i.e. 30th September and gap between 2 AGMs should not be more than 15 months. 	Company and OID (Fine) - upto Rs. 1,00,000/- and in the case of a continuing default, with a further fine which may extend to Rs. 5,000/- for every day during which such default continues.
3	Extraordinary General Meeting (EGM)	An EGM can be conducted on need basis	EGM can be called by the Board for any urgent matters.	Penalty/fine shall be levied based on the nature and requirement for the shareholders resolution.

COMMITTEES & COMMITTEE MEETINGS

Sl. No	Particulars	Applicability & Timelines		Fine / Penalty /Additional fee / Consequence
1	Audit Committee	<ul style="list-style-type: none"> • Every listed public company • Every public company <ul style="list-style-type: none"> (a) paid-up capital of Rs. 10 crores or more or (b) turnover of Rs. 100 crores or more or (c) having aggregate, outstanding loans, debentures and deposits exceeding Rs. 50 Crores or more Shall constitute an Audit Committee.	<ul style="list-style-type: none"> • The Committee shall hold meetings in accordance with the terms of reference or as specified by the Board and in accordance with SEBI LODR Regulations • The Board's Report shall disclose the composition of the Audit Committee 	<ul style="list-style-type: none"> • Company (Penalty) Rs. 5,00,000/- and • OID-(Penalty) Rs. 1,00,000/-
2	Nomination and Remuneration Committee (NRC)	<ul style="list-style-type: none"> • Every listed public company • Every public company <ul style="list-style-type: none"> (a) paid-up capital of Rs. 10 crores or more or (b) turnover of Rs. 100 crores or more or (c) having in aggregate, outstanding loans, debentures and deposits exceeding Rs. 50 crores or more. Shall constitute NRC Committee	<ul style="list-style-type: none"> • The Committee shall hold meetings in accordance with the terms of reference or as specified by the Board and in accordance with SEBI LODR Regulations. • The NRC policy shall be placed on the website of the Company, (if any) • The Board's Report shall disclose the composition of the NRC along with the web address of the NRC policy. 	<ul style="list-style-type: none"> • Company (Penalty) Rs. 5,00,000/- and • OID-(Penalty) Rs. 1,00,000/-
3	Corporate Social Responsibility (CSR) Committee	Every Company having <ul style="list-style-type: none"> (a) net worth of Rs. 500 crore or more, or (b) turnover of Rs. 100 crore or more or (c) net profit of Rs. 500 or more during the immediately preceding financial year. 	<ul style="list-style-type: none"> • The Committee shall hold meetings in accordance with the terms of reference or as specified by the Board. • The CSR policy shall be placed on the website of the Company, (if any) • The Board's Report shall disclose the composition of the CSR Committee 	Company and OID (Penalty) - Rs. 10,000/- and in case of continuing contravention, with a further penalty of Rs. 1,000/- for each day after the first during which the contravention continues, subject to a maximum of Rs. 2,00,000/- in case of a company and Rs. 50,000/- in case of OID

		shall constitute a CSR Committee	along with the web address of the CSR policy.	
4	Preparation of Minutes of the Meeting	Minutes of the proceedings of the General Meeting, Meeting of Board of Directors and committee meetings shall be permanent records of the company.	Minutes to be circulated and entry to be made in the minutes as specified under Secretarial Standards.	<ul style="list-style-type: none"> Company (Penalty) -Rs. 25,000/- and OID (Penalty) - Rs. 5000/-

AUDITS				
Sl. No	Particulars	Applicability & purpose		Fine / Penalty /Additional fee / Consequence
1	Statutory Audit	Every Company must mandatorily get their accounts audited each financial year.	<ul style="list-style-type: none"> To verify the accuracy of the accounting records of the Company. Only a practising Chartered Accountant (CA) (whether individual or firm) is eligible to perform Statutory Audit of a Company. The Statutory Audit must be completed before the AGM of the company is conducted. 	<ul style="list-style-type: none"> Company (Fine) – not less than Rs. 25,000/- but which may extend to Rs. 5,00,000/- OID (Fine) – not less than Rs. 10,000/- but which may extend to Rs. 1,00,000/-
2	Internal Audit	<ul style="list-style-type: none"> Every listed company Every unlisted public company having <ol style="list-style-type: none"> Paid up share capital of Rs. 50 crore or more during the preceding financial year; or turnover of Rs. 200 crore or more during the preceding financial year; or outstanding loans or borrowings from banks or public financial institutions exceeding Rs. 100 	<ul style="list-style-type: none"> Auditor to be appointed as and when the threshold limits become applicable. Auditor shall either be a Chartered Accountant or a Cost Accountant, or such other professional as may be decided by the Board. 	Company and OID (Penalty) - Rs. 10,000/- and in case of continuing contravention, with a further penalty of Rs. 1,000/- for each day after the first during which the contravention continues, subject to a maximum of Rs. 2,00,000 in case of a company and Rs. 50,000/- in case of OID.

		<p>crore or more at any point of time during the preceding financial year; or</p> <p>(d) outstanding deposits of Rs. 25 crore or more at any point of time during the preceding financial year.</p> <ul style="list-style-type: none"> • Every private company having <ul style="list-style-type: none"> (a) turnover of Rs. 200 crore or more during the preceding financial year; or (b) outstanding loans or borrowings from banks or public financial institutions exceeding Rs. 100 crore or more at any point of time during the preceding financial year <p>is required to undergo Internal Audit.</p>	<ul style="list-style-type: none"> • The internal auditor is required to submit a report to the board before the AGM. 	
3	Secretarial Audit	<ul style="list-style-type: none"> • Every listed company • Every public company <ul style="list-style-type: none"> (a) paid-up share capital of Rs. 50 crores or more or (b) turnover of Rs. 250 crores or more or <p>having outstanding loans or borrowings from banks or public financial institutions of Rs. 100 crores or more.</p> <p>is required to undergo Secretarial Audit.</p>	<ul style="list-style-type: none"> • The paid-up share capital, turnover, or outstanding loans or borrowings as the case may be, existing on the last date of latest audited financial statement shall be taken into account. • A Secretarial Audit Report given by a Company Secretary in practice shall be annexed with the Board's Report. 	Company or OID (Penalty) - Rs. 2,00,000/-
4	Cost Audit	<ul style="list-style-type: none"> • Every company specified in the item (A) of rule 3 of Cost Records and Audit Rules, 2014 shall get its cost records audited: <ul style="list-style-type: none"> (a) if the overall annual turnover of the company from all its products 	<ul style="list-style-type: none"> • Only a person who is a Cost Accountant in practice can conduct the Cost Audit. • The Cost Audit report is to be submitted to the Board in form CRA-3 	<ul style="list-style-type: none"> • Company (Fine) – not less than Rs. 25,000/- but which may extend to Rs. 5,00,000/- • OID (Fine) – not less than Rs. 10,000/- but which may extend to Rs. 1,00,000/-

		<p>and services during the immediately preceding financial year is Rs. 50 crore or more and</p> <p>(b) the aggregate turnover of the individual product or products or service or services for which cost records are required to be maintained is Rs. 25 crore or more.</p> <ul style="list-style-type: none"> • Every company specified in item (B) of rule 3 of Cost Records and Audit Rules, 2014 shall get its cost records audited: <ul style="list-style-type: none"> (a) if the overall annual turnover of the company from all its products and services during the immediately preceding financial year is Rs. 100 or more and (b) the aggregate turnover of the individual product or products or service or services for which cost records are required to be maintained is Rs. 35 crore or more. 		
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RBI (FEMA, 1999) COMPLIANCE

Sl. No	Form	Frequency of filing	Particulars	Due date	Fine / Penalty /Consequence
1	FLA	Annually	Annual return on foreign liabilities and assets	15 th July of each year.	Late Submission Fee (LSF) for any delays in reporting.
2	FCS	Biennial	Survey on Foreign Collaboration in Indian Industry (FCS) information on foreign technical collaboration with Indian Companies	15 th July of survey year	
3	FC-GPR	Event based	Allotment of capital instrument (equity shares, debentures, preference shares and share warrants) to person resident outside India	Within 30 days from the date of allotment of capital instruments.	LSF for any delay in reporting.
4	FC-TRS	Event based	Transfer of capital instruments between: <ul style="list-style-type: none"> • Person resident outside India (POI) holding capital instruments in an Indian company on a repatriable basis and POI holding capital instruments on a non-repatriable basis; and • POI holding capital instruments in an Indian company on a repatriable basis and a person resident in India. 	Within 60 days of transfer of capital instruments or receipt / remittance of funds whichever is earlier.	LSF for any delay in reporting.
5	ESOP	Event based	Grant of options to employees or employees of its holding company/ joint venture/ wholly owned overseas subsidiary/ subsidiaries resident outside India.	Within 30 days from the date of grant.	LSF for any delay in reporting.
6	CN	Event based	Indian start-up company issuing Convertible Notes to a person resident outside India	Within 30 days of such issue.	LSF for any delay in reporting.
7	DI Reporting	Event based	Investment made by an Indian entity which has received foreign investment or an Investment Vehicle in the equity instruments or the capital, as the case may be, of another Indian entity.	Notify to the Secretariat for Industrial Assistance, DPIIT within 30 days of investment and reporting to RBI within 30 days of allotment of equity instruments.	LSF as may be decided by the RBI in consultation with the Central Government.
8	Form ODI-Part I	Event based	Application for allotment of Unique Identification Number (UIN) and reporting of Remittances/ Transactions	At the time of remittance.	LSF as may be decided by the RBI in consultation with the Central Government.

9	Form ODI-Part II	Annually	Annual Performance Report	On or before 31 st December each year.	LSF as may be decided by the RBI in consultation with the Central Government.
10	Form ODI- Part III	Event based	Reporting of Disinvestment by way of Sale or Transfer of Shares / Closure / Voluntary Liquidation /Winding Up/ Merger /Amalgamation of JV / WOS	Within 30 days from the date of disinvestment.	LSF as may be decided by the RBI in consultation with the Central Government.

Note: This list is not exhaustive. It is dynamic and may change if there are changes in the rules and regulations.

Dated: 01.04.2024

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